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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDR

10/23/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Vassil Family Foundation, Inc.

DOCUMENT NUMBER: N11000008121

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dan P. Heller, Esq.
(Name of Contact Person)

Heller Waldman, P.L.
(Firm/ Company)

3250 Mary Street, Suite 102
(Address)

Coconut Grove, FL 33133
(City/ State and Zip Code)

rberaha@hellerwaldman.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dan P. Heller, Esq. at (305) 448-4144
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
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enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

The Vassil Family Foundation, Inc. 2012 OCT 22 PM 4: 19
(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

Please see attached.

[illegible]

The date of each amendment(s) adoption: October 17, 2012

(date of adoption is required)

Effective date if applicable: October 17, 2012

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 17, 2012

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dan P. Heller, Esq.

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE VASSIL FAMILY FOUNDATION, INC.

1. The name of the corporation is THE VASSIL FAMILY FOUNDATION, INC. (the "Corporation").
2. The date of filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Florida was August 26, 2011, under Document Number N11000008121.
3. These Articles of Amendment to Articles of Incorporation of the Corporation have been duly authorized and directed by the Members of the Board of the Corporation on the 17th day of October, 2012.
4. The Articles of Incorporation of the Corporation are hereby amended by (i) deleting the current Article III in its entirety and substituting the new Article III set forth directly below in lieu thereof, and (ii) adding the following Articles IX and X which shall read as follows:

ARTICLE III
PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX
POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

- The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

- No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as defined in section 509(a) of the Internal Revenue Code:

The following additional limitations on the Corporation's activities shall apply:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- (2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
- (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- (4) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.
- (5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

5. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

6. These Articles of Amendment has been duly authorized and directed by the Members of the Board of the Corporation as of the 17th day of October, 2012.

By: 

Name: Dan P. Heller, Esq.

Title: President