

11/08/2012

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ROBINS, KAPLAN, MILLER

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Division of Corporations

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N11000010563

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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From:

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Account Number : I20090000063  
Phone : (239) 430-7070  
Fax Number : (239) 213-1970

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE JOE MAUER FOUNDATION, INC.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Joe Mauer Foundation, Inc.

DOCUMENT NUMBER: N11000010563

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

Please return all correspondence concerning this matter to the following:

Michael J. Volpe, Esquire

(Name of Contact Person)

Robins, Kaplan, Miller & Ciresi, L.L.P.

(Firm/ Company)

711 Fifth Avenue South, Suite 201

(Address)

Naples, Florida 34102

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael J. Volpe

(Name of Contact Person)

at 239 430-7070

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

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Articles of Amendment  
to  
Articles of Incorporation  
of

The Joe Mauer Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000010563

(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:**

N/A

*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)

N/A

**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:

N/A

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added.  
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Remove: Article II In its entirety

Add: new Article II in its place and stead.

Please see attached Article II

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**ARTICLE II**  
**PURPOSE**

1. Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance thereof, the corporation shall be governed by the following:

a. 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 of 1986, or corresponding provisions of any subsequent Federal Tax laws.

b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

f. The corporation is authorized to accept, hold, administer, invest and disburse for charitable, benevolent, eleemosynary and educational purposes, such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, benevolent, eleemosynary and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.

g. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of the net earnings of the corporation shall enure to the benefit of any private shareholder or individual, and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda or otherwise attempting to influence legislation, or to participate in or influence any political campaign or any other activity which would disqualify the corporation from tax exemption under the applicable provisions of the Internal Revenue Code or other applicable, Federal, State or local laws or regulations now or hereafter enacted.

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h. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b). a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

i. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

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The date of each amendment(s) adoption: November 8, 2012

Effective date if applicable: \_\_\_\_\_  
(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 November 8, 2012

Signature

Michael J. Volpe  
(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)

Michael J. Volpe

(Typed or printed name of person signing)

Secretary Pro Tem

(Title of person signing)

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