

N13000005077

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TALLAHASSEE, FLORIDA

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C. LEWIS

JUL 8 2013

EXAMINER

EGPD | ATTORNEYS AT LAW P.A.

June 20, 2013

VIA US MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**RE: Articles of Amendment; THE BRICKELL ROTARY FOUNDATION, INC.
Document Number: N13000005077**

Dear Sir or Madam:

Attached please find Amended Articles for The Brickell Rotary Foundation, Inc., and the required filing fee of \$35.00, by check.

Should you have any questions or concerns regarding anything in this letter, please do not hesitate to contact me at the address or phone number below.

Best Regards,



Eric P. Gros-Dubois, Esq.
For the Firm

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Brickell Rotary Foundation, Inc.

DOCUMENT NUMBER: N13000005077

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

Please return all correspondence concerning this matter to the following:

Mr. Eric P. Gros-Dubois, Esq.

(Name of Contact Person)

EPGD Attorneys at Law, P.A.

(Firm/ Company)

2701 Ponce de Leon Blvd Ste 202

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

eric@epgdlaw.com

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

For further information concerning this matter, please call:

Mr. Eric P. Gros-Dubois, Esq. at 786 837-6787

(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
(Additional copy is
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

The Brickell Rotary Foundation, Inc.

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

N13000005077

(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: _____

(Florida street address)

New Registered Office 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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TALLAHASSEE, FLORIDA

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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			_____

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

See Attached Sheet.

The date of each amendment(s) adoption: 6/20/13

Effective date if applicable: 6/20/13

(no more than 90 days after amendment file date)

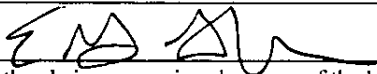
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TALLAHASSEE, FLORIDA

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 6/20/13

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)

Eric P. Gros-Dubois, Esq.

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

ARTICLE III PURPOSE

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that encourage, promote and further the objectives of the BRICKELL ROTARY FOUNDATION, INC., Incorporated, including but not limited to promoting humanitarian service in Miami-Dade County, Rotary District 6990, and the wider community, as well as any other charitable, educational, scientific or beneficial purpose, and it is intended that these objectives and purposes which will qualify this corporation as an exempt organization under Internal Revenue Code §501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Internal Revenue Code §501(c)(3), or as that statute may be amended.

ARTICLE IV TAX MATTERS

Any other provisions of this instrument notwithstanding, the trustees shall distribute this corporation's income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any other provisions of this instrument notwithstanding, the trustees will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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CLERK OF DISTRICT COURT
MIAMI-DADE COUNTY, FLORIDA