

N13000011080

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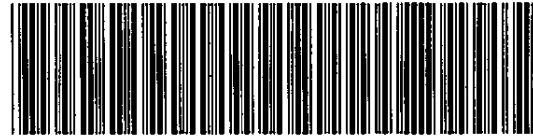
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14 FEB 24 PM 2:03

Amend/CC
10 2/25/14

SENT 2/20/14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DR. LEE MARIE GAROFALO Foundation, INC

DOCUMENT NUMBER: N130000611080

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

Please return all correspondence concerning this matter to the following:

Judy L. Conrad
(Name of Contact Person)

DR. LEE MARIE GAROFALO Foundation, INC
(Firm/ Company)

433 Wekiva Cove Rd
(Address)

Longwood, FL 32779
(City/ State and Zip Code)

jconrad62@fl.rr.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judy Conrad at (407) 620-3987
(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

DR LEE MARIE GAROFALO FOUNDATION INC
46-487174

Articles of Amendment
to
Articles of Incorporation
of

Dr. LEE Marie GAROFALO Foundation, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

N13000011080

(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: N/A
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: N/A
(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: N/A

Name of New Registered Agent: _____

(Florida street address)

New Registered Office 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

DR LEE MARIE GAROFALO FOUNDATION, INC
46-4037174

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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: N/A

(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)

Original Page 1

See attachment - Amendments pages 2, 3, 4

Article 7
LIMITATIONS

\ 5.1 Permitted Activities. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law, or (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provisions of any future federal tax law.

5.2 Legislative and Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislations, except as otherwise permitted to an organization described in Section 501 (c)(3) of the Code or the corresponding provision of any future federal tax law. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5.3 No Immurement to Private Persons. No part of the net earnings of the Corporation shall inure to the behalf of, or the distributable to, any director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of it purposes.

5.4 Private Foundation Excise Tax Limitations.

- (a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any subsequent federal tax law.
- (b) 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 code or corresponding provision of any subsequent federal tax law.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943 © of the Code or corresponding provision of any subsequent federal tax law.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provision of any subsequent federal tax law.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provision of any subsequent federal tax law.

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**ARTICLE 8
DIRECTOR LIABILITY LIMITATIONS**

8.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Florida state law, including without limitation, if applicable, the Federal Volunteer Protection Act.

8.2 Liability to the Corporation No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE 9
INDEMNIFICATION OF DIRECTORS**

91 Authorized Indemnification and Advancement of Expenses. As authorized by Fla. St. 617.0831 and 617.0834, the Corporation shall:

(a) Indemnify the directors to the full extent by the Act or hereafter in force: and

(b) Advance reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

However, such indemnity and advancement of expenses shall not apply on account of:

- (i) Acts or omission of the directory finally adjudged to be intentional misconduct or a knowing violation of law;
- (ii) Conduct of the director finally adjudged to be in violation of Fla. St. 617.0834, as applicable to corporation formed under the Act;
- (iii) Any transaction with respect to which it was finally adjudged that the director personally received a benefit in money, property, or services to which the director was not legally entitled.

Notwithstanding the foregoing, no indemnification shall be provided under this Article if payment of any such amount would result in an act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any future federal tax law.

9.2 Procedure. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement arrangement provisions. The Board of Directors is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law to implement these provisions.

DR LEE MARIE GAROFALO FOUNDATION, INC

MLC

Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to establishing the procedures and implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

- 9.3 Amendment. No amendment or repeal of the Article shall apply to or have any effect on any right to indemnification of or advancement or expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.
- 9.4 Severability. If any provision of the Article shall be invalid or unenforceable, the Remainder of the Article and its remaining applications shall not be allowed thereby and shall continue in full force and effect.

ARTICLE 10 BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting call for that purpose, so long as they are not inconsistent with the Provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

ARTICLE 11 DISSOLUTION

No member (other than a member that is an organization described in section 501(c)3 of the Code, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, the assets of the Corporation remaining after the payment of the provisions for payment of, all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Code of the corresponding provisions of any future federal tax law or to a government unit within the meaning of Section 17-(b)(1)(A)(V) and 170 (c)(1) of the Code of the corresponding provision of any future tax law for a public purpose.

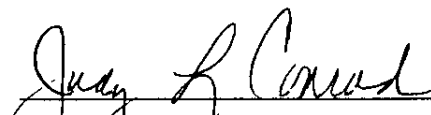
ARTICLE 12 INCORPORATOR

The name and address of the incorporation is as follows:

Judy L. Conrad

815 Eyrie Drive Ste 4, Oviedo, FL. 32765

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 27th day of January, 2014.



Judy L. Conrad, Incorporator + Registered Agent

DR. LEE MARIE GAROFALO FOUNDATION, INC

The date of each amendment(s) adoption: JAN. 27, 2014, if other than the date this document was signed.

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 JAN. 27, 2014

Signature Judy L Conrad
(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)

JUDY L. CONRAD
(Typed or printed name of person signing)
CEO/PRESIDENT
(Title of person signing)