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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FRIENDS OF ANDREW A. ROBINSON FOUNDATION, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRIENDS OF ANDREW A. ROBINSON FOUNDATION, INC.

(Document No.: N14000007668)

Pursuant to the provision of Section 617.1006, Florida Statutes, Friends of Andrew A. Robinson Foundation, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following amendments to its Articles of Incorporation:

- 1. Article III shall be deleted in its entirety and the following shall be inserted in its stead:

"ARTICLE III

Purpose

The corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(3) and 2522(a)(2) of the Internal Revenue Code.¹ The assets of the corporation shall be held and administered by the corporation exclusively for such purposes. Annual distributions of income and/or principal shall be paid, applied, used and/or distributed in furtherance of one or more of these purposes in such amounts and proportions as the corporation shall determine."

- 2. The following shall be inserted as a new Article VIII:

"ARTICLE VIII

Limitation of Actions

No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise

¹ As used in this instrument, all references to the Internal Revenue Code shall mean the Internal Revenue Code of 1986 and any amendments or successor laws thereto.

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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. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code."

- 3. The following shall be inserted as a new Article IX:

"ARTICLE IX

Private Foundation Limitations

At any time when the corporation is or becomes a "private foundation" within the meaning of 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 to subject it to the tax under Section 4944 of the Internal Revenue Code.
- 5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code."

- 4. The following shall be inserted as a new Article X:

“ARTICLE X

Powers

To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.”

- 5. The following shall be inserted as a new Article XI:

“ARTICLE XI

Dissolution and Liquidation

The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided under the laws of Florida. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

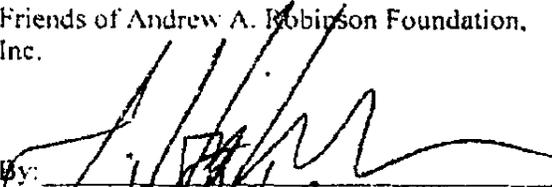
- 1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- 2. Remaining assets shall be distributed to one or more organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, and/or one or more governmental units referred to in Section 170(c)(1) of the Internal Revenue Code

exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article X. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the corporation is located to one or more organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine."

The effective date of this Amendment shall be the date that they are filed with the Secretary of State.

There are no members of the Corporation. This Amendment was adopted by the Board of Directors.

Friends of Andrew A. Robinson Foundation, Inc.

By: 
Name: _____
Title: Secretary