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TALLAHASSEE, FLORIDA

Amend/cc

FEB 23 2016

ALBRITTON

Roach Family Foundation, Incorporated

FEIN: 47-3215805

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROACH FAMILY FOUNDATION, INCORPORATED

DOCUMENT NUMBER: N14000010112

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

Please return all correspondence concerning this matter to the following:

LARRY J. GONZALES, ESQ.

(Name of Contact Person)

LARRY J. GONZALES, P.A.

(Firm/ Company)

2706 ALT 19 NORTH, SUITE 308

(Address)

PALM HARBOR, FL 34683

(City/ State and Zip Code)

lgonzales@lgonzaleslaw.com

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

For further information concerning this matter, please call:

____ at _____
(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

Roach Family Foundation, Incorporated FEIN: 47-3215805

Articles of Amendment
to
Articles of Incorporation
of

ROACH FAMILY FOUNDATION, INCORPORATED

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

N14000010112

(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:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

, 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

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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:

☒ Change
☒ Remove
☒ Add

PT John Doe
V Mike Jones
SV Sally Smith

Type of Action
 (Check One)

Title

Name

Address

1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<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)

(1) BY DELETING ARTICLE III AND INSERTING IN LIEU THEREOF THE FOLLOWING:

ARTICLE III: CORPORATE PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Corporation is organized for the purpose of aiding underprivileged children and children with learning differences and/or disabilities. The Corporation is also organized to encourage underprivileged children and children with learning disabilities to explore and enjoy our natural resources, to learn to protect and promote responsible use of such resources and to protect and restore such resources.

(2) BY ADDING ARTICLES IX, X, XI, XII, XIII, XIV, XV AND XVI TO READ AS FOLLOWS:

SEE ATTACHED.

ARTICLE IX: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

9.01 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.02 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and 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.

9.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

9.04 The organization's assets must be dedicated to an exempt purpose under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE XI: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the

principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: MEMBERS

The Corporation shall have no voting members.

ARTICLE XIII: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE XIV: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Corporation shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE XV: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE XVI: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be adopted by a two-thirds vote of all directors at any regular or special meeting at which a quorum is present, provided that written

notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten (10) days prior to such meeting.

Roach Family Foundation, Incorporated
September 2, 2015

FEIN: 47-3215805

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

Effective date if applicable: September 2, 2015

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____

X 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)

IRENE C. ROACH

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)