

N14 000011006

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000293084590

FILED

2017 FEB 14 AM 8:32

CLERK OF SUPERIOR COURT

RECEIVED

DEPT. OF REVENUE

17 FEB 14 PM 1:52

W. J. H. 001
SUFFICIENT FILING

2/15/17

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 51001200 *8072741*
AUTHORIZATION : *Deena*
COST LIMIT : \$ 35.00

ORDER DATE : February 14, 2017
ORDER TIME : 1:20 PM
ORDER NO. : 510012-005
CUSTOMER NO: 8072741

DOMESTIC AMENDMENT FILING

NAME: BUILDING HOPE HERCULES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Building Hope Hercules, Inc.

DOCUMENT NUMBER: N14000011006

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

Please return all correspondence concerning this matter to the following:

Michael D'Alessandro

(Name of Contact Person)

Building Hope

(Firm/ Company)

910 17th Street NW, Suite 1100

(Address)

Washington, DC 20006

(City/ State and Zip Code)

mdalessandro@bhope.org

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

For further information concerning this matter, please call:

Paul Leleck

202

457-1992

(Name of Contact Person)

at

(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

**SECOND AMENDMENT TO ARTICLES OF INCORPORATION OF
BUILDING HOPE HERCULES, INC.**

THIS AMENDMENT TO ARTICLES OF INCORPORATION (the "Amendment"), made as of the 14th day of February, 2017, is to be filed on behalf of Building Hope Hercules, Inc. (the "Corporation"), a Florida nonprofit corporation, with the Department of Corporations, Secretary of State, State of Florida.

WHEREAS, the Corporation's sole member (100%; the number approving is sufficient to amend the articles of the Corporation) and Board of Directors have both approved an amendment to its Articles (as defined below), by unanimous written consent adopted January 24, 2017, to reflect that the Corporation is a private foundation, rather than a public charity;

NOW, THEREFORE, the Corporation's Articles of Incorporation, filed on December 2, 2014, amended by a reinstatement document dated September 28, 2015 and further amended by an amendment document dated March 8, 2016 (collectively referred to as the "Articles") are hereby amended as follows:

1. "ARTICLE III – PURPOSES" is hereby deleted in its entirety and shall be replaced with the following:

**ARTICLE III
PURPOSES**

This Corporation shall be a nonprofit corporation. The purposes for which the Corporation is organized and operated are to engage exclusively in such activities as to enable it to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

- A. To engage in charitable and educational activities within the meaning of section 501(c)(3) of the Code;
- B. To engage in any and all activities necessary or appropriate to raise funds for the purpose of the Corporation including the solicitation of contributions from public and private sources wherever located; and
- C. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.
- D. to receive, sell, hold, operate, manage, and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations, including but not limited to those that qualify as exempt organizations under Section 501(c)(3) of the Code.
- E. to have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-profit corporations.

FILED
2017 FEB 14 AM 8:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

2. "ARTICLE X – CHARITABLE ORGANIZATION PROVISIONS" is hereby deleted in its entirety and shall be replaced with the following:

**ARTICLE X
PRIVATE FOUNDATION PROVISIONS**

The powers of the Corporation shall be subject to the following terms, provisions, and limitations:

- A. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director, or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 publication or distribution of statements) any political campaign on behalf of any candidates for public office.
- B. During any period that the Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, the Corporation:
 - (i) 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.
 - (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
 - (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- C. Notwithstanding any other provisions of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.
- D. In the event of the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's directors provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.
- E. No director shall be personally liable to the Corporation for any monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law:
 - (i) for breach of the director's duty of loyalty to the Corporation, (ii) for acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. All references in this paragraph (E) to a director shall also be deemed to refer to any other person who, pursuant to a provision of the Articles and in accordance with the laws of the State of Florida, exercises or performs any of the powers or duties otherwise conferred or imposed upon the Board of Directors by the laws of the State of Florida. No amendment to or repeal of this paragraph (e) shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

- F. To the maximum extent permitted by the laws of the State of Florida and the Code, the Corporation shall indemnify its currently acting and its former directors and officers against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation may indemnify its employees and agents and persons who serve and have served, at its request, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation shall advance expenses to its directors and may advance expenses to other indemnified persons, if any. The Corporation may by Bylaw, resolution, or agreement make further provision for the indemnification of directors, officers, employees, and agents. No amendment or repeal of this paragraph (F), or the adoption of any provision of the Articles inconsistent with this paragraph (F), shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

3. All of the other terms, conditions and provisions of the Articles are hereby ratified, confirmed and reaffirmed.

BUILDING HOPE HERCULES, INC.,
a Florida non-profit corporation
By: BUILDING HOPE PARKSIDE
FOUNDATION, its sole member



By: _____
Name: Paul Leleck
Title: Chief Financial Officer