

N15000004081

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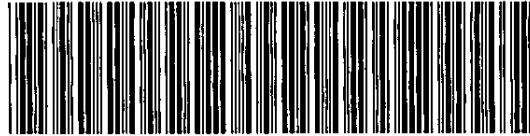
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JUN 24 AM 9:35

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06/24/15--01032--001 **35.00

Amend.

JUN 26 2015

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FOS FOUNDATION, INC. _____

DOCUMENT NUMBER: N15000004081 _____

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

Please return all correspondence concerning this matter to the following:

PHYLLIS FEE

(Name of Contact Person)

FOS FOUNDATION, INC.

(Firm/ Company)

3839 NW BOCA RATON BLVD., SUITE 200

(Address)

BOCA RATON, FL 33431

(City/ State and Zip Code)

ONLINE@BLACKBYRDGROUP.COM

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

For further information concerning this matter, please call:

PHYLLIS FEE

561

257-5100

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 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

AMENDED
ARTICLES OF INCORPORATION
OF
FOS FOUNDATION, INC.

FILED
15 JUN 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer, in order to amend these Articles of Incorporation of a nonprofit Corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is **FOS FOUNDATION, INC.**, hereinafter (“Corporation”).

ARTICLE II – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, educational and literary purposes, more specifically for the purpose of acquisition, preservation and protection of important literary works and expressions of the creative arts. The Fos Foundation is a non-profit corporation dedicated to the acquisition, preservation and protection of important literary works and expressions of the creative arts. In the belief that we are a global community connected by our thoughts, Fos provides a platform of dynamic forums and innovative resources to illuminate and share the collective knowledge of the human spirit through the wisdom of the written word. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes. In furtherance of such purposes, the Corporation shall have full power and authority:

To own, fund, maintain and operate a charitable organization as its Board of Directors may decide;

To solicit, receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal of the funds exclusively for owning, maintaining and operating a charitable organization, either directly in accordance with the purposes outlined in

the Article 2, or by contributions or grants to organizations that qualify as exempt organization under Section 501(c)(3) of the Code; and

In general to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including exercise of all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the 501(c)(3) of the Code.

ARTICLE III – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

The Corporation shall have no stock or stockholders and shall pay no dividends.

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 purposes clause hereof.

No substantial part the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by 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 Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP/DIRECTORS

The Corporation shall have members, as defined in the Corporation's By Laws. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined

in the Corporation's By Laws. No directors shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3839 NW Boca Raton Blvd., Suite 200, Boca Raton, FL 33431. The mailing address is the same.

ARTICLE VI – INCORPORATOR

The name and the street address of the incorporator of this Corporation is:

Blackbyrd Group, LLC
3839 NW Boca Raton Blvd., Suite 200
Boca Raton, Florida 33431

ARTICLE VII – OFFICERS

The officers shall be elected by a majority vote of the directors of this Corporation. The officers of the Corporation shall be:

President:	Nicholas J. Frangos
Vice President:	Emmanuel Vlahos
Secretary:	Michael J. Miarecki
Treasurer:	Phyllis L. Fee

The officer's mailing addresses shall be the same as the principal address of the Corporation.

ARTICLE VIII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE X – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

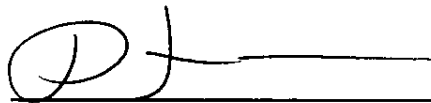
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status

as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV – DISSOLUTION

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this XXst day of June, 2015.

A handwritten signature in dark ink, appearing to be 'Phyllis Fee', written over a horizontal line.

Phyllis Fee, Treasurer

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

Effective date if applicable: _____
(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 6/22/15

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)

PHYLLIS FEE

(Typed or printed name of person signing)

TREASURER

(Title of person signing)