

N15000004337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

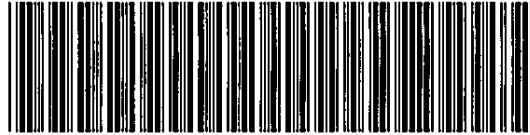
(Business Entity Name)

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TALLAHASSEE, FLORIDA

*Amend.*

AUG 08 2016

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FAIR Foundation Inc.

**DOCUMENT NUMBER:** N15000004337

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

Please return all correspondence concerning this matter to the following:

Jay Neal

(Name of Contact Person)

FAIR Foundation, Inc.

(Firm/ Company)

2900 E Oakland Park Blvd, Suite 301

(Address)

Fort Lauderdale, FL 33306

(City/ State and Zip Code)

jneal@fairfound.org

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

For further information concerning this matter, please call:

Jay Neal

(954)

366-2922

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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

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SECRETARY OF STATE  
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 1, 2016

JAY NEAL  
FAIR FOUNDATION, INC.  
2900 E OAKLAND PARK BLVD., SUITE 301  
FORT LAUDERDALE, FL 33306

SUBJECT: FAIR FOUNDATION, INC.  
Ref. Number: N15000004337

We have received your document for FAIR FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must file our application or file your articles of amendment you cannot file both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 016A00015992

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
16 AUG -8 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAIR Foundation, Inc.

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

N1500004337

(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:**

(Principal office address **MUST BE A STREET ADDRESS**)

2900 E Oakland Park Blvd.

Suite 301

Fort Lauderdale, FL 33306

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

2900 E Oakland Park Blvd.

Suite 301

Fort Lauderdale, FL 33306

**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

2900 E Oakland Park Blvd.

(Florida street address)

New Registered Office Address:

Fort Lauderdale

Florida 33306

(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.*

N/A

Signature of New Registered Agent, if changing

- 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:

<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	<u>D</u>	<u>Glynn Lee Moran</u>	<u>515 E Las Olas Blvd</u>
<input type="checkbox"/> Add			<u>Suite 120</u>
<input checked="" type="checkbox"/> Remove			<u>Fort Lauderdale, FL 33301</u>
2) <input type="checkbox"/> Change	<u>D</u>	<u>Marilyn Deen</u>	<u>2900 E Oakland Park Blvd</u>
<input checked="" type="checkbox"/> Add			<u>Suite 301</u>
<input type="checkbox"/> Remove			<u>Fort Lauderdale, FL 33306</u>
3) <input checked="" type="checkbox"/> Change	<u>P</u>	<u>Jay Neal</u>	<u>2900 E Oakland Park Blvd</u>
<input type="checkbox"/> Add			<u>Suite 301</u>
<input type="checkbox"/> Remove			<u>Fort Lauderdale, FL 33306</u>
4) <input checked="" type="checkbox"/> Change	<u>TS</u>	<u>Paul Handerhan</u>	<u>2900 E Oakland Park Blvd</u>
<input type="checkbox"/> Add			<u>Suite 301</u>
<input type="checkbox"/> Remove			<u>Fort Lauderdale, FL 33306</u>
5) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>

• **E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see attached Exhibit A

Amendments to: Article I: 1.01 NAME. Additional sentence: "The business of the corporation may be conducted as FAIR Foundation."

Article II: 2.01 DURATION (new article and sub-section replaces PRINCIPAL OFFICE). See text attached

Article III: 3.01 PURPOSE (amended as follows): FAIR Foundation, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the FAIR Foundation is to promote educational programs for insurance and risk management that are holistic and incorporate social responsibility and ethics into the curriculum. The Foundation will also serve as a resource for both public and private sectors to integrate the effects of climate change and catastrophic risk from wind and water events on risk management, the economic cost benefits of mitigation, and the overall impacts on community viability post catastrophe.

(New sub-section) 3.02 FAIR Foundation, Inc. is designated as a public benefit corporation.

Article IV: NON-PROFIT NATURE (new article replaces MANNER OF ELECTION). See text attached for new sub-sections: 4.01 Non-profit Nature; 4.02 Personal Liability; 4.03 Dissolution; 4.04 Prohibited Distributions; 4.05 Restricted Activities; 4.06 Prohibited Activities

Article V: BOARD OF DIRECTORS (new article and sub-sections replace INITIAL OFFICERS AND/OR DIRECTORS). See text attached for sub-sections: 5.01 Governance; 5.02 Initial Directors

Article VI: 6.01 MEMBERSHIP (new article and subsection replaces REGISTERED AGENT). See text attached.

Article VII: 7.01 AMENDMENTS (new article and sub-section replaces INCORPORATOR). See text attached.

Article VIII: 8.01 ADDRESSES OF THE CORPORATION (new article and sub-section). See text attached.

Article IX: 9.01 APPOINTMENT OF REGISTERED AGENT (previously Article VI on original Articles of Incorporation. Name remains the same; address has changed). See text attached.

Article X: INCORPORATOR (previously Article VII. Name and address remains the same). See text attached.

July 8, 2016

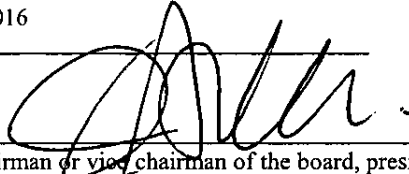
The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

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 July 15, 2016  
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)

Jay Neal  
\_\_\_\_\_  
(Typed or printed name of person signing)

President  
\_\_\_\_\_  
(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Exhibit A



**FAIR Foundation, Inc.**

A Florida Non-profit Public Benefit Corporation

**ARTICLE I**  
**NAME**

**1.01 Name**

The name of this corporation shall be FAIR Foundation, Inc. The business of the corporation may be conducted as FAIR Foundation.

**ARTICLE II**  
**DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

**3.01 Purpose**

FAIR Foundation, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the FAIR Foundation is to promote educational programs for insurance and risk management that are holistic and incorporate social responsibility and ethics into the curriculum. The Foundation will also serve as a resource for both the public and private sectors to integrate the effects of climate change and catastrophic risk from wind and water events on risk management, the economic cost benefits of mitigation, and the overall impacts on community viability post catastrophe.



### **3.02 Public Benefit**

FAIR Foundation, Inc. is designated as a public benefit corporation.

## **ARTICLE IV NON-PROFIT NATURE**

### **4.01 Non-profit Nature**

FAIR Foundation, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of FAIR Foundation, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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 Internal Revenue Code, or corresponding section of any future federal tax code.

FAIR Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of FAIR Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **4.03 Dissolution**

Upon termination or dissolution of the FAIR Foundation, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the FAIR Foundation, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the FAIR Foundation, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the FAIR Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

### **ARTICLE V BOARD OF DIRECTORS**

#### **5.01 Governance**

FAIR Foundation, Inc. shall be governed by its board of directors.

## **5.02 Initial Directors**

The initial directors of the corporation shall be as follows:

Jay Neal, President

Paul Handerhan, Secretary/Treasurer

Marilyn Deen, Director

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

FAIR Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

The address of the corporation is:

2900 East Oakland Park Blvd  
3<sup>rd</sup> Floor  
Fort Lauderdale, FL 33306

The mailing address of the corporation is:

2900 East Oakland Park Blvd  
3<sup>rd</sup> Floor  
Fort Lauderdale, FL 33306

## **ARTICLE IX APPOINTMENT OF REGISTERED AGENT**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Jay Neal  
2900 East Oakland Park Blvd  
3<sup>rd</sup> Floor  
Fort Lauderdale, FL 33306

**ARTICLE X**  
**INCORPORATOR**

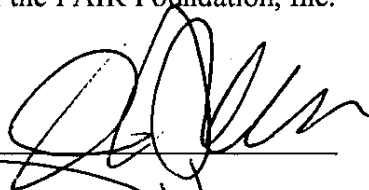
The incorporators of the corporation are as follow:

Glynn Lee Moran  
515 E Las Olas Blvd Ste 120  
Fort Lauderdale, FL 33301

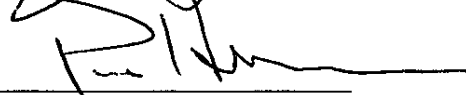
**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of FAIR Foundation, Inc. were approved by the board of directors on July 8, 2016 and constitute a complete copy of Articles of Incorporation of the FAIR Foundation, Inc.

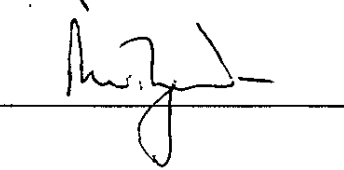
Jay Neal, President:



Paul Handerhan, Secretary/Treasurer:



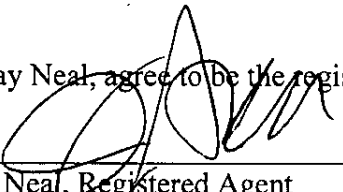
Marilyn Deen, Director:



[remainder of page intentionally blank]

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Jay Neal, agree to be the registered agent for FAIR Foundation, Inc. as appointed herein.

  
\_\_\_\_\_  
Jay Neal, Registered Agent

Date: 8 Jul 2016