

N15000005958

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE VICTORIA SIEGEL FOUNDATION, INC.**

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE VICTORIA SIEGEL FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Articles of Incorporation of THE VICTORIA SIEGEL FOUNDATION, INC. (the "Corporation"), Document Number N15000005958, are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is THE VICTORIA SIEGEL FOUNDATION, INC.

SECOND: Article III, Purpose of the Articles of Incorporation are hereby amended to read as follows:

ARTICLE III
PURPOSE

The corporation is organized exclusively for charitable purposes, to create, establish, operate and maintain a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The organization is created to provide guidance and counseling to needy individuals specifically in regard to life skills and controlled substance prevention and recovery efforts. The Corporation has not been formed for pecuniary profit or financial gain. All funds shall then be used for the benefit of, and to provide support to individuals meeting the criteria set forth above, individuals needing counseling support; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to value; sell, convey, or otherwise dispose of such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Corporation's Bylaws, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf as determined in the judgment of the directors. Except as determined, if so determined, at no time shall any part of the assets, income, or profit of the Corporation be distributable to, or inure to the benefit of, its members, directors, or officers. No substantial part of the Corporation's activities shall constitute 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 any candidate for public office. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provision thereto. Notwithstanding any other provision of these Articles of Incorporation, 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 Service of 1986, as amended (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

THIRD: Article V, Directors of the Articles of Incorporation are hereby amended to read as follows:

ARTICLE V.
DIRECTORS

The affairs of this Corporation shall managed by a Board of Directors consisting of THREE (3) directors, or such higher number as may be determined by the Board of Directors, in addition, the number of directors may be increased or decreased in the manner provided for in the Corporation's Bylaws and directors shall serve in accordance with the procedures described in the Bylaws, but in no event shall there ever be less than three (3) directors at any given time. The power to adopt, alter, amend or repeal the Corporation's Bylaws shall be vested in the Board of Directors. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

David Siegel
5601 Windhover Drive
Orlando, Florida 32819

Crisa Marder
201 E. Pine Street, Ste 500
Orlando, Florida 32801

Mark Waltrip
5601 Windhover Drive
Orlando, Florida 32819

FOURTH: The Corporation has no members. The foregoing amendments were adopted unanimously by the Board of Directors on October 16 2019.

FIFTH: Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this instrument the 16th day of October 2019.


David Siegel, President
Authorized Representative