

And  
SEP 13 2016  
R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ScribeAmerica Charitable Foundation, Inc.  
\_\_\_\_\_

**DOCUMENT NUMBER:** N16000005034  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Reid Robinson  
\_\_\_\_\_

(Name of Contact Person)

ScribeAmerica Charitable Foundation, Inc.  
\_\_\_\_\_

(Firm/ Company)

1200 East Las Olas Boulevard, Suite 201  
\_\_\_\_\_

(Address)

Fort Lauderdale, FL 33301  
\_\_\_\_\_

(City/ State and Zip Code)

reid.robinson@scribeamerica.com  
\_\_\_\_\_

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

For further information concerning this matter, please call:

Reid Robinson  
\_\_\_\_\_

954

947-0626  
\_\_\_\_\_

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:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

16 SEP -6 PM 5:05

ScribeAmerica Charitable Foundation, Inc.

SECRETARY OF STATE

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

N16000005034

(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

(City)

, Florida

(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*

(Attach additional sheets, if necessary)

*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.*

**Example:**

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
X Add	<u>SV</u>	<u>Sally Smith</u>

**Title**

Name

Address

1) _____	Change	_____	N/A
_____	Add		
_____	Remove		
2) _____	Change	_____	
_____	Add		
_____	Remove		
3 ) _____	Change	_____	
_____	Add		
_____	Remove		
4) _____	Change	_____	
_____	Add		
_____	Remove		
5) _____	Change	_____	
_____	Add		
_____	Remove		
6) _____	Change	_____	
_____	Add		
_____	Remove		

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

Article III is hereby deleted in its entirety and replaced with Article III in the attached (please see attachment).

The attached Articles VIII, IX, X and XI are hereby added (please see attachment).

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 August 31, 2016  
Signature Michael Welch  
(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)

Michael Welch

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

Chief Financial Officer

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

### **Article III**

#### **Purpose**

The corporation is organized and shall be operated exclusively for charitable, educational and other exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations described in Sections 170(b)(1)(A) and 170(c) of the Code. More specifically, the corporation's purpose is to give back to the communities in which ScribeAmerica operates by making grants to Section 501(c)(3) charitable organizations that operate in those communities.

### **Article VIII**

#### **Excluded Activities**

(i) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of any director, officer or employee of the Corporation or any 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 Corporation's aforesaid exempt purposes).

(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the United States Internal Revenue Code of 1986, as amended (the "Code") whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iii) The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation (x) exempt from federal income tax under Section 501(c)(3) of the Code or (y) contributions to which are deductible under Sections 170(c)(2) and 2055(a)(2) and 2522(a)(2) of the Code.

### **Article IX**

#### **Private Foundation Restrictions.**

During such period, or periods of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation shall (i) distribute its income in such manner as not to subject it to tax under Section 4942 of the Code, (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (iii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or (v) make any taxable expenditures as defined in Section 4945(d) of the Code.

### **Article X**

### Director and Officer Indemnification.

(i) Nature of Indemnity. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she (or a person of whom he is the legal representative), is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act (together, the "Act"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection with such proceeding and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to a corporation exempt from federal income tax under Section 501(c)(3) of the Code; provided, further, however, that, except as provided in Section (ii) of this Article X, the Corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The foregoing proviso shall not apply (x) to counterclaims or affirmative defenses asserted by a person seeking indemnification in an action brought against such person or (y) to any proceeding brought by a person seeking indemnification or payment under any directors' and officers' liability insurance covering such person or seeking enforcement of such person's rights to indemnification under this Article X. The right to indemnification conferred in this Article X shall be a contract right and, subject to Sections (i) and (ii) of this Article X, shall include the right to payment by the Corporation of the expenses incurred in defending any such proceeding in advance of its final disposition (an "advance of expenses"). The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers. Any repeal or modification of this Article X shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

(ii) The provisions of this Article X shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such capacity at any time while this Article X and the relevant provisions of the Act or other applicable law are in effect, and such rights shall continue as to a director or officer who has ceased to be a director or officer and shall inure to the benefit of such director's or officer's heirs, executors and administrators. Such contract right shall vest for each director and officer at the time such person is elected or



appointed to such position, and no repeal or modification of this Article X or any such law shall affect any such vested rights or obligations then existing with respect to any state of facts or proceedings arising after such election or appointment.

(iii) The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise.

(iv) The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the Act or this Article X.

## **Article XI**

### **Liquidation and Dissolution.**

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof and provision for all liabilities of the Corporation, be distributed to organizations that are exempt from federal income tax under Section 501(c)(3) of the Code, or a corresponding provision of any subsequent United States federal tax law, or to the United States federal government or a state or local government, for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.