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MARY WELSH FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
MARY WELSH FOUNDATION, INC.  
(a Florida not for profit corporation Document Number:  
Document Number N16000011478)**

Pursuant to the provisions of section 617.1006, Florida Statutes, MARY WELSH FOUNDATION, INC., a Florida Not For Profit Corporation (the "Corporation"), adopts the following amendment(s) to its Articles of Incorporation.

**FIRST:** There are no members or members entitled to vote on the following amendments. The following amendments to the Articles of Incorporation was adopted by Written Consent in Lieu of Special Meeting of the Directors of the Corporation.

**SECOND:** Article VIII of the Articles of Incorporation of the Corporation as amended is deleted in its entirety and the following is substituted therefor:

**ARTICLE VIII – OFFICERS**

The names and addresses of the persons who are the officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Robin Foster	4826 Cheval Blvd. Lutz, FL 33558	Chairman
Karen Bednowski	1421 Clarion Drive Valrico, FL 33596	President, Operation Officer
Carl Noles	4209 Sylvan Road Evart, MI 49631	Vice President
Elizabeth Macken	27322 Mistflower Drive Wesley Chapel, FL 33544	Treasurer
Danielle Warner	3574 Calle Palmito Carlsbad, CA 92009	Secretary, Financial Officer

**Officers**

1. **Number, Tenure Qualifications.** The official Staff of the Corporation shall consist of a President, Vice President, Secretary & Treasurer, and such other officers and assistant officers as directed by the President.
2. **General Power.** The business and affairs of the Corporation shall be managed by its Board (referred to in the Articles of Incorporation as Official Staff), which shall exercise all of the powers of the Corporation and so all such lawful acts and things as required or permitted to be done by such a Board by law, the Articles of Incorporation or these Bylaws.
3. **Tenure, Qualifications and Appointments.** The Official Staff shall meet the qualifications set forth in the applicable Florida Statutes and who are willing to assist the Corporation in

time, talent and/or contributions. Each officer shall hold office for as long as they are willing to serve, unless they a) die, b) resign, c) remove or d) fail to attend 75% of the scheduled meetings within a twelve-month period, in which case the vacant office shall immediately be filled and should continue until reasons a, b, c or d is violated.

4. **Removal.** The Official Staff, whenever, in its judgment and the best interests of the Corporation, will be served thereby may remove any officer appointed by the President. A vote of 60% of the officers present requesting the officer in question to be removed. The officer removed will receive a letter via United States Postmaster stating the reason for removal, and effective removal date.
5. **Vacancies.** A vacancy of any officer because of death, resignation or removal may be appointed by the President or at the recommendation of the Board of Directors and the Official Staff in good standing.
6. **Duties of the Officers.**
  - a. The President shall be the principal officer of the Corporation, shall preside at all meetings of the officers. In the absence of the President, or in the event of the President's death or inability to act, the Vice President shall perform the duties of the President.
  - b. The Vice President shall perform such duties as may be assigned to him or her from time to time by the President. The Vice President shall assume the role, duties and responsibilities of the President in the President's absence.
  - c. The Secretary shall execute all certificates concerning the act or action of the Corporation, keep a record of the minutes and proceedings of all meetings, and shall distribute minutes of past meetings to the Official Staff at the next meeting.
  - d. The Treasurer shall be the custodian of all books, records and documents of the Corporation pertaining to its financial affairs, shall keep a count of all monies of the Corporation received and distributed, and shall supervise deposits to the credit of the Corporation at such bank or banks, depository or depositories, as the Official Staff shall designate.
7. **Delegation of Duties.** In the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by the Official Staff, the Official Staff may designate the powers or duties for the time being.
8. Subject to the foregoing, the officers of the Corporation shall have powers and duties specifically conferred by law, the Articles of Incorporation and the Bylaws, or as may be assigned to them from time to time.
9. **Regular Meetings.** Regular meetings of the Official Staff shall be held with notice of times and places determined by the President during the fiscal year.

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**THIRD:** Except as aforesaid, the remainder of the Articles of Incorporation, as previously amended, shall remain in full force and effect and shall not be modified by this Amendment.

**FOURTH:** The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Florida Department of State.


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**IN WITNESS WHEREOF**, the undersigned Chairman of the Corporation has executed these Articles of Amendment to Article of Incorporation this 1st day of October 2024.

MARY WELSH FOUNDATION, INC.

By:   
Robin Foster, Chairman

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