

N16000012117

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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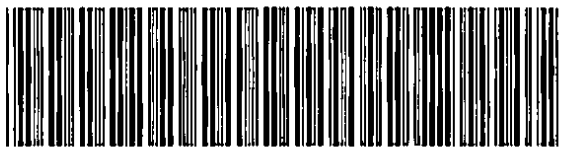
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

JUN 12 2019  
T SCHROEDER

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GUMMELS FAMILY FOUNDATION, INC.

DOCUMENT NUMBER: N16000012117

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

Please return all correspondence concerning this matter to the following:

Jeff Meek

(Name of Contact Person)

MendenFreiman LLP

(Firm/ Company)

5565 Glenridge Connector, NE, Suite 850

(Address)

Atlanta, Georgia 30342

(City/ State and Zip Code)

jmeek@mendenfreiman.com

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

For further information concerning this matter, please call:

Jeff Meek

770

559-5602

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

Articles of Amendment  
to  
Articles of Incorporation  
of

GUMMELS FAMILY FOUNDATION, INC.

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

N16000012117

(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)*

N/A

**C. Enter new mailing address, if applicable:**  
*(Mailing address MAY BE A POST OFFICE BOX)*

N/A

**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

New Registered Office Address: \_\_\_\_\_  
*(Florida street address)*

N/A \_\_\_\_\_ Florida \_\_\_\_\_  
*(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.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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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 <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

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

Article III is amended and restated in its entirety to read as follows:

The purpose or purposes for which the corporation is organized are: to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to humanitarian, charitable, scientific, literary and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code"). 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 Code Section 501(c)(3) (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) (or the corresponding provisions of any future United States Internal Revenue Law).

The following Articles shall be added:

(see attached)

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**Article VIII**

The corporation shall have perpetual duration.

**Article IX**

(a) To the fullest extent permitted by the Florida Nonprofit Corporation Code as the same exists or may hereafter be amended, a Director shall have no personal liability to the corporation or its members (if any) for monetary damages for breach of his or her duty of care or other duty as a Director, provided that this provision shall not eliminate a Director's personal liability:

- (i) for any appropriation, in violation of his or her duties, of any business opportunity for the corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for any transaction from which the Director derived an improper personal benefit.

(b) This Article shall not eliminate the liability of a Director for any act or omission occurring prior to the date when these Articles of Incorporation become effective. Any repeal, amendment or modification of the foregoing paragraph of this provision by the corporation shall not adversely affect any right, benefit or protection of a Director of the corporation existing at such repeal, amendment or modification. These Articles of Incorporation shall not be interpreted to limit the protections or immunities afforded to Directors of the corporation under any other provisions of Florida law.

**Article X**

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any Director or other private individual except for the payment, in accordance with the Bylaws of the corporation, of reasonable compensation for services rendered to the corporation in effecting any of the purposes of the corporation. The corporation shall never be authorized to engage in regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the corporation is organized.

The corporation shall never engage in propaganda, attempt to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

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**Article XI**

The provisions of this Article shall apply at any and all times that the corporation is determined to be a private foundation as defined in Code Section 509:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax laws.

**Article XII**

In the event of the dissolution of this corporation, all of the assets of the corporation shall be distributed in such manner and to such organizations which are devoted exclusively to religious, charitable, scientific, literary and educational purposes, all within the meaning of Code Sections 501(c)(3) and 170(c)(2), as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Superior Court in the county in which the principal office of the corporation is at that time located, exclusively for the aforesaid purposes of the corporation or to such organization, organized and operated for said purposes, as said court may determine.

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STATE OF FLORIDA

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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 June 3, 2019 \_\_\_\_\_

Signature *Kenneth Gummels*  
(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)

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

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

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