

118000000337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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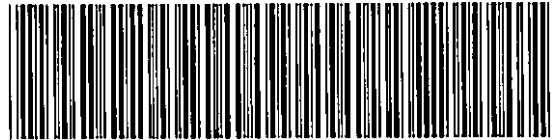
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 17 2018

T. LERATUX

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**TO: Amendment Section**  
**Division of Corporations**

**NAME OF CORPORATION:** MICHAEL AND PHYLLIS WARREN FAMILY FOUNDATION, INC.

DOCUMENT NUMBER: N18000000337

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

Please return all correspondence concerning this matter to the following:

MICHAEL WARREN

(Name of Contact Person)

MICHAEL AND PHYLLIS WARREN FAMILY FOUNDATION, INC.

(Firm/ Company)

7115 NW 28TH AVE

(Address)

GAINESVILLE / FL 32606

(City/ State and Zip Code)

MEWARREN@AMJINC.COM

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

**For further information concerning this matter, please call:**

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(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)

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

MICHAEL AND PHYLLIS WARREN FAMILY FOUNDATION, INC.

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

N18000000337

(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

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

N/A  
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

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ALABAMA

**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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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			_____
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			_____

**F. If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)

PLEASE SEE ATTACHED AMENDED ARTICLES OF INCORPORATION

Page 3 of 4

JANUARY 10, 2018

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

N/A

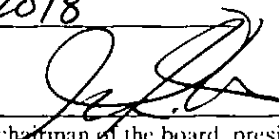
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**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 10 July 2018

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)

Michael E. Warren

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF INCORPORATION**  
**of**  
**MICHAEL AND PHYLLIS WARREN FAMILY FOUNDATION, INC.**  
**A NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this not for profit corporation shall be MICHAEL AND PHYLLIS WARREN FAMILY FOUNDATION, INC. (hereinafter "the Corporation").

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of this corporation is 7115 NW 28<sup>th</sup> Avenue, Gainesville, Florida 32606.

**ARTICLE III**

**Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes shall be limited further to those which are lawful and not specifically prohibited to corporations under the laws of the State of Florida.

**ARTICLE IV**

**Powers and Restrictions**

**Section 4.1** This corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by §617.0302, Florida Statutes, including all those things necessary and desirable to carry out the purposes and responsibilities of this corporation.

**Section 4.2** Notwithstanding the generality of the foregoing, the powers of this corporation shall be subject to the following limitations and restrictions.

(a) No part of the net earnings of the corporation 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will distribute its income for each taxable year at such time and in such manner for the purposes specified in Article III as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing, as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would cause any tax liability under §4941(a) of the Code.

(d) The corporation will not retain any "excess business holdings," as defined in §4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would cause any tax liability under §4943(a) of the Code.

(e) The corporation will not make any investment which would jeopardize the carrying out of any of its exempt purposes under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and which would cause any tax liability under §4944(a) of the Code.

(f) The corporation will not make any "taxable expenditures," as defined in §4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would cause any tax liability under §4945(a) of the Code.

(g) Notwithstanding any other provision of these articles, this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE V

### Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a



court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VI

### Trustees and Officers

Section 6.1 Number of Trustees. This corporation shall have six (6) Trustees initially. The number of Trustees may be increased or diminished from time to time, but shall never be less than the number required by §617.0803(1), Florida Statutes, as amended from time to time or any successor provision.

Section 6.2 Duties of Trustees. All corporate powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Trustees, except as otherwise specifically required under the Florida Not For Profit Corporation Act.

Section 6.3 Qualification and Election of Trustees. Trustees must be natural who are 18 years of age or older and elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

Section 6.4 Initial Trustees and Officers. The names and street addresses of the initial Trustees and officers of this corporation, and the offices held by each officer, are:

Michael E. Warren, 7115 NW 28<sup>th</sup> Avenue, Gainesville, FL 32606 - Trustee and President;

Phyllis P. Warren, 7115 NW 28<sup>th</sup> Avenue, Gainesville, FL 32606 - Trustee and Vice President;

Matthew S. Warren, 7 Westborough Drive, West Hartford, CT 06107 – Trustee;

Jeremy B. Warren, 14767 S. Maple Park Court, Draper, UT 84020 – Trustee and Treasurer;

Andrew H. Warren, 4206 W. Sevilla Street, Tampa, FL 33629 – Trustee;

Stacey M. Warren, 2109 Broadway #606, New York, NY 10023 – Trustee and Secretary.

Section 6.5 Indemnification. The Board of Trustees is hereby specifically authorized to make provision for indemnification of Trustees, officers and agents to the fullest extent permitted by law; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III above or would be inconsistent with the provisions of §501(c)(3) and §170(c)(2) of the Internal Revenue Code.

## ARTICLE VII

### Members

The corporation shall have one class of members consisting of such individual or individuals admitted as members from time to time by the Board of Trustees in accordance with the provisions set forth in the bylaws of the corporation. The qualifications and rights of the members shall be as set forth in the bylaws of the corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the corporation, nor shall any portion of such income, property or assets be distributed to any member upon dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

## ARTICLE VIII

### Incorporator

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Michael E. Warren	7115 NW 28 <sup>th</sup> Avenue, Gainesville, FL 32606

## ARTICLE IX

### Effective Date; Duration

Section 9.1    Effective Date.    Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 9.2    Duration.    This corporation shall exist perpetually.

## ARTICLE X

### Bylaws

The initial bylaws of this corporation shall be adopted by the Trustees. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Trustees, but the Board of Trustees shall not alter amend or repeal any bylaws adopted by the member if the members specifically provide that such bylaw is not subject to amendment or repeal by the Trustees.

## ARTICLE XI

### Amendment

This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 10<sup>th</sup> day of January, 2018.

SIGNATURE: \_\_\_\_\_

  
\_\_\_\_\_  
Michael E. Warren

(INCORPORATOR)

DATE: 10 January 2018