

3/13/2019

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MICHAEL'S FOUNDATION INC.**

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
MICHAEL'S FOUNDATION INC.**

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Pursuant to Section 617.1006 of the Florida Business Corporation Act, the Articles of Incorporation of MICHAEL'S FOUNDATION INC., a Florida Not for Profit Corporation (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: Article III of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE III

THE SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED

This Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, but not limited to, equine facilitated enrichment programs that foster, encourage and cultivate the healing of veterans who are reintegrating as a soldier into civilian life, are suffering from PTSD and TBI and making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above purposes.

This Corporation does not contemplate pecuniary gain or profit to its members. The primary purpose of Michael's Foundation Inc. is equine facilitated enrichment programs that foster, encourage and cultivate the healing of veterans who are reintegrating as a soldier into civilian life, are suffering from PTSD and TBI.

Except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

SECOND: Articles VIII, IX, X are added as follows:

ARTICLE VIII

NO PERSONAL BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors 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.

ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE X

COMPLIANCE WITH PRIVATE FOUNDATION RULES

In the event the Corporation is determined by the Internal Revenue Service to be a private foundation, as defined in Section 509 of the Code, the Corporation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code, and (vi) shall exercise expenditure responsibility, in accordance with Section 4942(h) of the Code, over all grants made to organizations other than organizations described in paragraphs (1), (2), or (3) of Sections 509(a) of the Code or to organizations that are exempt operating foundations, as defined in Section 4940(d)(2) of the Code. All references to the Code shall include the corresponding provisions of any future federal tax laws.

THIRD: There are no members entitled to vote on the amendment. The amendment was adopted by the Board of Directors on 3-9-19.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 7 day  
of March, 2019.

By: Kristine Titus  
Kristine Titus, Director