

N19000000 9062

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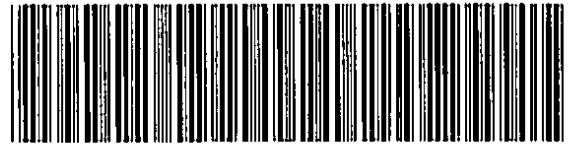
(Business Entity Name)

(Document Number)

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2020 MAR -3 PM 2:27

Amend/cc

MAR 23 2020

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Sickle Cell Care Center, Inc.

DOCUMENT NUMBER: N19000009062

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

Please return all correspondence concerning this matter to the following:

Daniel Hershey

(Name of Contact Person)

Hurwit & Associates

(Firm/ Company)

1150 Walnut Street

(Address)

Newton, MA 02461

(City/ State and Zip Code)

dhershey@hurwitassociates.com

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

For further information concerning this matter, please call:

Janet Rickershauser

617

630-6900

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

The Sickie Cell Care Center, Inc.

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

N19000009062

(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:

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

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

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

Article III, Purpose, shall be amended in its entirety to read:

The corporation is organized exclusively for charitable and educational purposes including, but not limited to, providing and supporting holistic medical care for sickle cell anemia patients exclusively for charitable purposes and in a manner beneficial to the community; providing and supporting medical education and training in the treatment of sickle cell anemia for doctors, nurses, and other healthcare providers; providing community service in the form of counseling and other family and emotional support for the benefit of those affected by sickle cell anemia; supporting medical research in the causes, symptoms, and treatment of sickle cell anemia; and educating the medical profession, the patient community, and the general public about this genetic disease. The corporation may, as permitted by law, engage in any and all activities in furtherance of of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the Florida Not For Profit Corporation Act and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

Continued on attachment page.

**ATTACHMENT TO ARTICLES OF AMENDMENT
THE SICKLE CELL CARE CENTER, INC.**

In Compliance with Chapter 617, F.S. (Corporations Not for Profit)

ARTICLE IX: ADDITIONAL PROVISIONS

(a). Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 of the corporation. 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 neither participate nor 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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b). Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of this provision which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

(c). Limitation on Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

(d). Dissolution

The dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of Florida.

(e). Discrimination

The Corporation will not practice or permit discrimination on the basis of gender, color, race, age, ethnicity, national origin, religion, or disability.

February 15, 2020

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 2/15/20

Signature Jake Butler
(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)

Jake Butler

(Typed or printed name of person signing)

President & Director

(Title of person signing)