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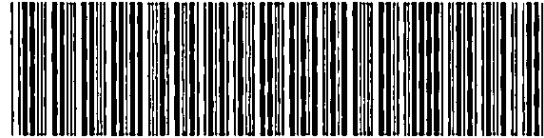
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STATE
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21 FEB -4 PM 12:06

Amend

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Samuel M. and Alma Catsman Foundation, Inc.

DOCUMENT NUMBER: ~~F13000061399~~ N21000003453

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

Please return all correspondence concerning this matter to the following:

W. Glenn Dempsey

Name of Contact Person

W. Glenn Dempsey, Attorney-at-Law, PLLC

Firm/ Company

38 S. Sewall's Point Road

Address

Stuart, Florida 34996

City/ State and Zip Code

Glenn@Dempseylegal.com

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

For further information concerning this matter, please call:

W. Glenn Dempsey

Name of Contact Person

at (561)

346-1393

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

21 FEB -A PM 12:06

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR THE
SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.**

21 FEB - 4 PM 12:06
STATE OF FLORIDA
CORPORATION DIVISION

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Board of Directors of the SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC. (the "Corporation") hereby amends the Corporation's Articles of Incorporation as follows:

FIRST: Article VI of the Corporation's Articles of Incorporation is deleted in its entirety, and in its place and stead, the following article is substituted:

"ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The location of the Corporation's principal place of business is 38 S. Sewall's Point Road, Stuart, Florida 34996, and the name of the Registered Agent of the Corporation at that address is W. GLENN DEMPSEY. The Board of Directors may from time to time move the Registered Office to any other street address in the state of Florida and may establish branch and other offices within or without the state of Florida."

SECOND: Article IX of the Corporation's Articles of Incorporation is deleted in its entirety, and in its place and stead, the following article is substituted:

"ARTICLE IX - OFFICERS

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. The officers shall be elected or appointed and shall have such duties as are provided in the By-Laws.

The following persons shall serve as the officers of the Corporation until their successors are duly elected and qualified:

<u>Name</u>	<u>Office</u>
W. GLENN DEMPSEY	President
EILLEEN DEMPSEY	Vice-President
W. GLENN DEMPSEY	Treasurer
EILLEEN DEMPSEY	Secretary"

THIRD: Article X of the Corporation's Articles of Incorporation is deleted in its entirety, and in its place and stead, the following article is substituted:

"ARTICLE X - DIRECTORS

The Board of Directors of this Corporation shall consist of not more than five (5) persons nor less than three (3) persons. W. Glenn Dempsey and Eilleen Dempsey are hereby appointed as "Managing Directors" of the Corporation. As Managing Directors, they shall have the right to serve as a director of the Corporation for their lifetime and may not be removed as a director other than due to their death or total disability. Patrick G. Dempsey, Kristen E. Gerring and Katherine E. Walton are hereby appointed as "General Directors" of the Corporation. As General Directors, they shall have the right to serve as a director of the Corporation for a term of three (3) years and must be reappointed as a director of the Corporation by the Managing Directors at the end of their term.

In the event that one of the General Directors of the Corporation should die, become disabled or resign his or her appointment as a General Director of the Corporation, the Managing Directors by unanimous agreement may either choose to appoint another person to serve as a General Director of the Corporation in place of the former General Director, or allow the position to remain vacant. Any General Director may resign his or her office, and such resignation shall be effective when submitted in writing to the Managing Directors of the Corporation. Any General Director may be removed from office with or without cause at any time by the unanimous vote of the Managing Directors.

Upon the death or total disability of both of the Managing Directors, the General Directors then serving in office shall be converted to Managing Directors and shall thereafter have all the rights and powers granted to the Managing Directors, including the right to serve as director of the Corporation for their lifetime and to not be

removed as a director of the Corporation other than due to their death or total disability.

The names and street addresses of the Managing Directors of this Corporation are as follows:

W. Glenn Dempsey
38 S. Sewall's Point Road
Stuart, Florida 34996

Eileen Dempsey
38 S. Sewall's Point Road
Stuart, Florida 34996

The names and street addresses of the General Directors of this Corporation are as follows:

Patrick G. Dempsey
6240 Peters Road
Plantation, Florida 33317

Kristen E. Gerring
123 Victorian Lane
Jupiter, Florida 33458

Katherine E. Walton
1272 Show Road
Orlando, Florida 32828"

FOURTH: This Amendment shall become effective on the date that these Articles of Amendment are filed with the Secretary of State of the State of Florida.

FIFTH: There are no members of the Corporation that are entitled to vote on the Amendment. The Amendment was approved by the Board of Directors of the Corporation at a special meeting of the board held on January 31, 2021.

IN WITNESS WHEREOF, the President of the SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC. has signed this Amendment to the Articles of Incorporation for the SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC. this 31th day of January, 2021.

SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.

By: 
W. GLENN DEMPSEY, President