

N210000003462

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

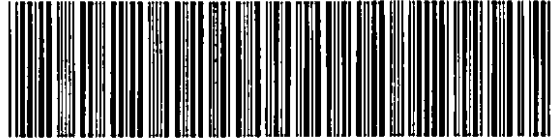
(Business Entity Name)

(Document Number)

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FILED
2021 APR 13 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FL

A. Butler



425 Walnut Street, Suite 1800
Cincinnati, OH 45202-3957
Tel 513 381 2838 | Fax 513 381 0205
taftlaw.com

MEGAN M. OKUN
513.357.9631
mokun@taftlaw.com

April 12, 2021

VIA FEDEX

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles of Amendment – Impassioned Foundation, Inc.

Dear Sir or Madam:

On behalf of Impassioned Foundation, Inc., a Florida non-profit corporation (the "Corporation"), Document Number N21000003462, enclosed please find the following:

1. Articles of Amendment to Articles of Incorporation of Impassioned Foundation, Inc.; and
2. A check in the amount of \$25.00 for the associated filing fee.

Based on the enclosed application please amend the Corporation's Articles of Incorporation. If you have any questions regarding the enclosed application, please contact me at (513) 357-9631.

Sincerely,

Megan M. Okun

Enclosures

cc: Peter A. Solimine (via email)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Impassioned Foundation, Inc.

DOCUMENT NUMBER: N21000003462

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

Please return all correspondence concerning this matter to the following:

Megan M. Okun

(Name of Contact Person)

Taft Stettinius & Hollister LLP

(Firm/ Company)

425 Walnut Street, Suite 1800

(Address)

Cincinnati, OH 45202

(City/ State and Zip Code)

mokun@taftlaw.com

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

For further information concerning this matter, please call:

Megan M. Okun

(513)

357-9631

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

Impassioned Foundation, Inc.

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

2021 APR 13 PM 5:42

N21000003462

SECRETARY OF STATE
TALLAHASSEE, FL

(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:

_____ 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)

C. Enter new mailing address, if applicable:

(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:

(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

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	_____	_____	_____ _____ _____
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	_____	_____	_____ _____ _____

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

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

Article III is amended as provided in the attachment.

ARTICLE III: PURPOSES OF CORPORATION

A. Charitable Purposes. IMPASSIONED FOUNDATION, INC. (the "Corporation") is organized exclusively for charitable, educational, and religious purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes of the Corporation are to conduct charitable activities and make charitable distributions including primarily distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and to conduct any activities consistent with (i) such purposes, (ii) the nonprofit corporation laws of the State of Florida and (iii) Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

B. Prohibitions of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual or entity, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 Code or (b) by a corporation for which contributions to it are deductible under Section 170(c)(2) of the Code.

C. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations that are organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or

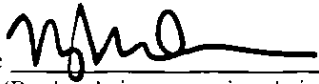
organizations, as said court shall determine which are organized and operated exclusively for such purposes.

D. Private Foundation. At any time the Corporation is classified as a private foundation under the Code, the provisions of this Paragraph D shall apply. The Corporation will 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. Further, the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

☐ 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 4/12/2021

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)

Megan M. Okun

(Typed or printed name of person signing)

Incorporator

(Title of person signing)