

N21000008564

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

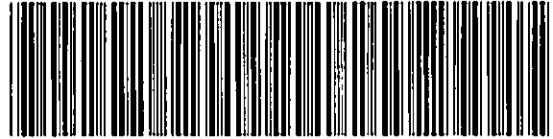
(Business Entity Name)

(Document Number)

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JAN 21 2022



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TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: **January 20, 2022**

Account#: I200000000088

Name: **James Brodbeck**

Reference #: **1575882**

Entity Name: **HALL FAMILY FOUNDATION INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: **\$35.00**

Signature: 

Articles of Amendment  
to  
Articles of Incorporation  
of

HALL FAMILY FOUNDATION INC.

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

N21000008564

(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:

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

(Florida street address)

New Registered Office Address:

(City)

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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JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

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 | PT | John Doe    |
| <input checked="" type="checkbox"/> Remove | V  | Mike Jones  |
| <input checked="" type="checkbox"/> Add    | SV | Sally Smith |

| Type of Action<br>(Check One)                     | Title | Name  | Address |
|---|-------|-------|---------|
| 1) <input checked="" type="checkbox"/> N/A Change | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |
| 2) _____ Change                                   | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |
| 3 ) _____ Change                                  | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |
| 4) _____ Change                                   | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |
| 5) _____ Change                                   | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |
| 6) _____ Change                                   | _____ | _____ | _____   |
| _____ Add   | _____ | _____ | _____   |
| _____ Remove                                      | _____ | _____ | _____   |

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

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

The specific purpose for which this corporation is organized is to promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are: to perform other activities permitted corporations under the General Laws of the State of Florida, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code") and contributions to which are deductible under

sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (collectively "Exempt Organizations"), including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing or to the United States or the District of Columbia, but only for charitable purposes. As used in these Articles, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Code.

See attached additional provision.

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 1/19/2022

Signature Susan L Hall

(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)

SUSAN HALL

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

## **Section E. (continued)**

The following provisions are hereby adopted for defining, adopting, limiting, and regulating the powers of the Corporation and of the directors and the members.

(1) 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 set forth in Article THIRD 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 any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an Exempt Organization.

(2) Upon 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 exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an Exempt Organization or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Anne Arundel County or such other court sitting in equity in the political sub division 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.

(3) The Corporation shall indemnify (a) its directors, whether serving or having served the Corporation or at its request any other entity, to the full extent permitted by Florida law now or hereafter in force, including the advance of expenses under the procedures and to the extent permitted by law, (b) its officers who are directors to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of Exempt Organizations. No amendment of these Articles or repeal of any of its provisions shall limit the right to indemnification provided hereunder with respect to any act or omission which occurred prior to such amendment or repeal.

(4) To the fullest extent permitted by Florida law in effect from time to time, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages, provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of Exempt Organizations. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

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(5) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Code:

(a) The Corporation shall distribute its income for such taxable 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.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any Exempt Organization, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force, except to the extent that the General Laws of the State of Florida permit activities which are not permitted under Federal Law for any Exempt Organization.