

N220000001287

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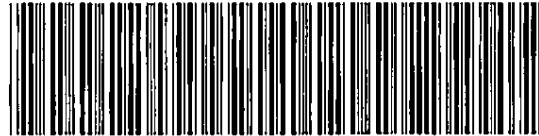
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3458 Lakeshore Drive, Tallahassee, FL 32312  
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*en: c DW*

Name:	THE ELLEN AND IAN GRAHAM FOUNDATION, INC.
Document #:	
Order #:	14390946

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
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Amount: \$ 43.75

Thank you!

Articles of Amendment  
to  
Articles of Incorporation  
of

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JUN 17 PM 6:11

SECRETARY OF STATE  
TALLAHASSEE, FL

The Ellen and Ian Graham Foundation, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N22000001287

(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:

New Registered Office Address:

(Florida street 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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<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 - The specific purpose for which this corporation is organized is: \_\_\_\_\_

The purpose for which the Corporation is organized is to operate exclusively for such  
charitable, religious, literary, education and scientific purposes as will qualify the  
Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue  
Code of 1986, as amended, or the corresponding provisions of any subsequent federal  
tax law (the "Code"), including, for such purposes, the making of distributions to  
organizations described in Sections 170(b)(1)(A) and 170(c) of the Code and the  
making of contributions in support of the arts.

See attachment for additional Articles: \_\_\_\_\_

Article IX: Additional Provisions \_\_\_\_\_

Article X: Distribution of Assets Upon Dissolution \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Articles of Amendment to the Articles of Incorporation of a Florida Not for Profit Corporation  
THE ELLEN AND IAN GRAHAM FOUNDATION, INC.

*Additional Sheet*

**ARTICLE IX: ADDITIONAL PROVISIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors or officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall have all rights and powers authorized under the Florida Not For Profit Corporation Act (the "Act"); provided, however, that notwithstanding any provision of the Act or any other provision of these Articles of Incorporation, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation as set forth in Article III hereof, and the Corporation shall not carry on any 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, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 of the Code.

**ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution or final liquidation of the Corporation, the Corporation's assets shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements; and

- (c) All other assets of the Corporation shall be transferred or conveyed to such one or more organizations qualified as exempt under Section 501(c)(3) of the Code as the Board of Directors of the Corporation shall determine, to be used by such organizations exclusively for one or more of the purposes set forth in Article III hereof. Any such assets not so disposed of shall be disposed of by the Circuit Court of the judicial circuit in which the principal office of the Corporation is then located, exclusively for one or more of the purposes set forth in Article III hereof, or to such organizations, as said Court shall determine, that are organized and operated exclusively for one or more of such purposes.

The date of each amendment(s) adoption: May 24, 2022  
(date of adoption is required)

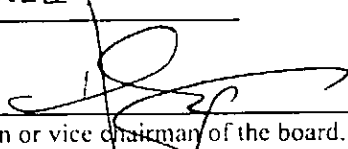
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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 6/7/2022

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)

Alexis Graham

(Typed or printed name of person signing)

Secretary

(Title of person signing)