

N220000013464

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

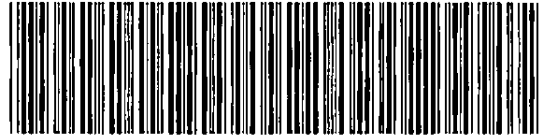
(Business Entity Name)

(Document Number)

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*Amend*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2023 APR 25 AM 8:49

FILED

04/19/23--01001---001    \$52.50

STATION  
TALLAHASSEE, FLORIDA

2023 APR 18 PM 3:54

OF RECEIVED

A. RAMSEY

APR 26 2023

\*00789.01173.00524 00071



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 19, 2023

STEVEN H. ORAM  
ORAM & MOSS, CHARTERED  
1101 WOOTTON PARKWAY, SUITE 500  
ROCKVILLE, MD 20852

SUBJECT: SERAPHIM FOUNDATION, INC.  
Ref. Number: N22000013464

2023 APR 25 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

We have received your document for SERAPHIM FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please attach only the articles that you are amending instead of the entire amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
OPS

Letter Number: 423A00008751

PICK-UP tomorrow

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SERAPHIM FOUNDATION, INC.

DOCUMENT NUMBER: N22000013464

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

Please return all correspondence concerning this matter to the following:

Steven H. Oram, Esq.  
(Name of Contact Person)

Oram & Moss, Chartered  
(Firm/ Company)

1101 Wootton Parkway, Suite 500  
(Address)

Rockville, MD 20852  
(City/ State and Zip Code)

soram@orammos.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angelique G. Brunner at 240-237-0699  
(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 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 checked="" 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

2023 APR 25 AM 8:49

SERAPHIM FOUNDATION, INC.

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

N22000013464

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(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)

N/A

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

N/A

N/A

**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:

N/A

(City)

Florida N/A

(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 checked="" type="checkbox"/> Add	<u>P</u>	<u>Angelique G. Brunner</u>	<u>2600 E Hallandale Beach Blvd.</u> <u>Apt. 2609</u>
<input type="checkbox"/> Remove			<u>Hallandale Beach, FL 33009</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add	<u>V</u>	<u>Alan Meltzer</u>	<u>7021 Natelli Woods Ln.</u> <u>Bethesda, MD 20817</u>
<input type="checkbox"/> Remove			<u>2250 Warwick Drive</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add	<u>TS</u>	<u>Kathryn Saxton</u>	<u>Santa Rosa, CA 95405</u>
<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)*

**\*SEE ATTACHED\***

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Amending Article III of the Articles of Incorporation (document number N22000013464) with Article III in the attached sheet.

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Adding an additional Article, Article VIII in the attached sheet, for the dissolution of assets.

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The date of each amendment(s) adoption: December 21, 2022 if other than the date this document was signed.

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

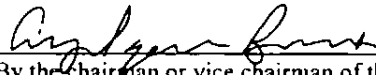
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document’s effective date on the Department of State’s records.

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 04/13/2023 \_\_\_\_\_

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)

Angelique G. Brunner  
\_\_\_\_\_  
(Typed or printed name of person signing)

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

### **Article III**

The purposes for which the corporation is formed are as follows:

To operate a family foundation;

To receive and administer funds for scientific, educational, religious and charitable purposes, all for the public welfare, and for no other purpose, and to that end to take and to hold by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount or value, except such limitation, if any, as may be imposed by law;

To sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other instruments for the foregoing purposes or any of them (but for no other purposes) and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received;

To receive, take title to, hold and to use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article VIII**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 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 the 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 the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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.