

3/13/24, 12:54 PM

Date: March 13, 2024; 17 pages total
Please note this is a resubmission
of our original 2/28/2024 submission

Florida Department of State
Division of Corporations
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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MESERVE FOUNDATION INCORPORATED**

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March 11, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HURWIT & ASSOCIATES

SUBJECT: MESERVE FOUNDATION INCORPORATED
REF: W24000039468

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

You have submitted an amendment form but the fees for a new corporation.

Please return the corrected original and one copy of 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) 245-6052.

Tekayla T Matthews
Regulatory Specialist II
New Filings Section

FAX Aud. #: H24000071141
Letter Number: 324A00005263

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P.O BOX 6327 - Tallahassee, Florida 32314

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Hurwit&Associates
Legal counsel for philanthropy and the nonprofit sector

www.hurwitassociates.com

1150 Walnut Street
Newton, Massachusetts 02461
Tel (617) 630-6900
Fax (617) 928-7441
Email info@hurwitassociates.com

February 28, 2024

VIA FACSIMILE (850-617-6381)

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment
The Meserve Foundation Incorporated
Document Number N23000009636

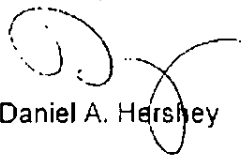
Dear Sir or Madam:

Enclosed please find the following submitted on behalf of the above-named organization:

- Articles of Amendment (including an extra copy for certification)

Should you have any questions about any of the above, please do not hesitate to contact me.

Sincerely,



Daniel A. Hershey

DAH:mjk
encls.

cc: Steven Meserve

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TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Meserve Foundation Incorporated

DOCUMENT NUMBER: N23000009636

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

Please return all correspondence concerning this matter to the following:

Daniel Hershey

(Name of Contact Person)

Hurwit & Associates

(Firm/ Company)

1150 Walnut Street

(Address)

Newton, MA 02461

(City/ State and Zip Code)

dhershey@hurwitassociates.com

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

For further information concerning this matter, please call:

Alyssa Rayman-Read

617

630-6900

(Name of Contact Person)

at

(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 checked="" 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

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Articles of Amendment
to
Articles of Incorporation
of

The Merserve Foundation Incorporated

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

N23000009636

(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:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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

New Registered Office Address:

(Florida street address)

N/A

(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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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 <input type="checkbox"/> Remove	<u>D</u>	<u>Thiago Da Silva Pellizzaro Elias</u>	<u>Avenida Joao Pinto Bessa, 107</u> <u>Vila de Cucujaes 3720-763</u> <u>Portugal</u>
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			

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E. If amending or adding additional Articles, enter change(s) here.
(attach additional sheets, if necessary). (Be specific)

Article III. Purpose, shall be amended in its entirety to read:

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including but not limited to providing support and education for pets and the pet loving community, such as direct disaster relief for pets and pet owners affected by natural disasters, education of the general population about responsible pet ownership, and training, grants, scholarships, and programming that supports best practices in animal care, animal science, and adoption.

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The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may be lawfully carried on by a corporation formed under the Florida Not for Profit Corporation Act and which are not inconsistent with the corporation's qualification as an organization described in section 501 (c)(3) of the Internal Revenue Code, as amended (referred to herein as the "Code," and in all cases including the corresponding provisions of any subsequent tax law).

Continued on attachment pages.

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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)

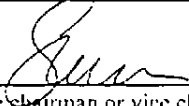
- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

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- ☒ 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 02/29/24

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)

Steven Meserve

(Typed or printed name of person signing)

President

(Title of person signing)

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**ATTACHMENT TO ARTICLES OF AMENDMENT
THE MESERVE FOUNDATION INCORPORATED**

In Compliance with Chapter 617, F.S. (Corporations Not for Profit)

ARTICLE IX: ADDITIONAL PROVISIONS**(a). Restrictions on Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 of the corporation. 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 neither participate nor 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 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 corresponding section of any future federal tax code.

(b). Indemnification

The corporation shall, to the fullest extent permitted by Florida law, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

To the extent permitted by Florida law, the corporation may, but shall not be required to, provide such indemnification to any person who may serve or who has served at any time as an employee, volunteer, or other agent of the corporation.

The right to indemnification conferred in this Article shall include the right to the advancement of reasonable expenses to persons entitled to indemnification hereunder. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

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**ATTACHMENT TO ARTICLES OF AMENDMENT
THE MESERVE FOUNDATION INCORPORATED
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This Article constitutes a contract between the corporation and the persons entitled to indemnification hereunder. No amendment or repeal of the provisions of this Article which adversely affects the right of a person entitled to indemnification hereunder shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

(c). Limitation on Personal Liability

No officer or director of the corporation shall be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy unless: (a) the officer or director breached or failed to perform his or her duties as an officer or director; and (b) the officer or director's breach of, or failure to perform, his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(d). Dissolution

The dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of Florida.

(e). Members

If the Corporation shall have one or more classes of members, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the Corporation.

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