

N23000013844

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

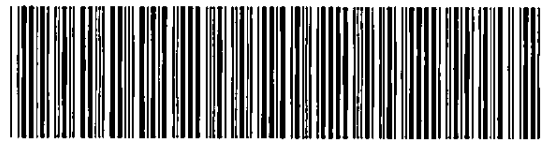
(Business Entity Name)

(Document Number)

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*Amend*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. RAMSEY  
APR -11- 2024

**CT CORP**  
**(850) 656- 4724**  
**3458 Lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 04/10/2024

Acc#I20160000072

*en: c DW*

Name:	Joseph & Tiffany Keating Family Foundation Inc.
Document #:	
Order #:	15482882

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
	Plain: <input type="checkbox"/>	
	COGS: <input type="checkbox"/>	

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

Articles of Amendment  
to  
Articles of Incorporation  
of

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2024 APR 10 AM 11:55

JOSEPH & TIFFANY KEATING FAMILY FOUNDATION INC.

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

N23000013844

(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:

(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

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)

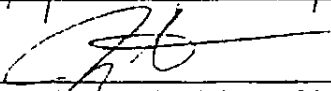
Amended Article III - Purpose

See Exhibit A attached hereto.

☒ 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 Apr. 18 2024

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)

Joseph Keating

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

President

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

## EXHIBIT A

### JOSEPH & TIFFANY KEATING FAMILY FOUNDATION INC. FLORIDA ARTICLES OF INCORPORATION

#### ARTICLE III

##### PURPOSE

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Specifically, the distributing of contributions, gifts, grants, bequests, devises, and inheritances, to be applied to charitable, philanthropic, and educational activities without segregation or discrimination as to race, creed or religion of its beneficiaries; and to make its grants and funds either directly to or for said purposes, or to existing institutions engaged in like or similar activities or programs.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. To engage in any lawful act or activity, including dealing in and with real estate and personal property, in connection with the pursuance of the above stated charitable purposes and programs.

#### ARTICLE IX

##### ADDITIONAL PROVISIONS

- A. No officer, member of the Board of Directors or employee of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services actually rendered to or on behalf of said corporation.
- B. 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 III 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.

- C. 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.
- D. The corporation will 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- F. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- G. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- H. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- I. Each director of the corporation shall have the full benefits of the limitations on personal liability contained in the Florida Not For Profit Corporation Act (the "Act"). Including, without limitation, the provisions of Section 617.0834 of the Act. In addition no director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided, however, that to the extent required by Law this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 617.0834 of the Act, as such section may be amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.
- J. The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation against any expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in respect thereof; provided, however, that, the corporation shall not be obligated to indemnify any such person (i) with respect to proceedings, claims, or actions initiated or brought voluntarily by such person and not by way of defense, or (ii) for any amounts paid in settlement of an action effected without the prior written consent of the corporation to such settlement. Such indemnification is not exclusive of any other right to indemnification provided by law,



agreement or otherwise. Expenses that may be subject to indemnification hereunder shall be paid in advance of the final disposition of the action, suite or proceeding to the full extent permitted by the Law, subject to the corporation's receipt of any undertaking required thereby.