

N24000013052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

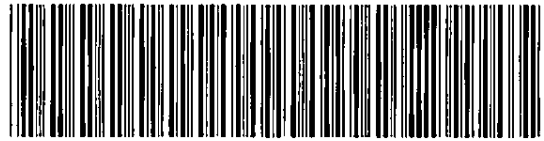
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STATE
TALLAHASSEE, FLORIDA

2025 FEB 19 PM 3:59

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UMENTY Foundaion, Inc.

DOCUMENT NUMBER: N24000013052

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

Please return all correspondence concerning this matter to the following:

Andrew Morton, Esq.

(Name of Contact Person)

Handler Law, LLP

(Firm/ Company)

191 N. Wacker Drive, Suite 2300

(Address)

Chicago, IL 60606

(City/ State and Zip Code)

amorton@handler.law

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

For further information concerning this matter, please call:

Andrew Morton

at

202

549-0851

(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:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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

UMENTY Foundation, Inc.

2025 FEB 19 PM 3:59

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

N24000013052

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**)

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

(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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ 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) ☐ Change ☐ Add ☐ Remove	<u>N/A</u>	<u>N/A</u>	
2) ☐ Change ☐ Add ☐ Remove	<u> </u>	<u> </u>	
3) ☐ Change ☐ Add ☐ Remove	<u> </u>	<u> </u>	
4) ☐ Change ☐ Add ☐ Remove	<u> </u>	<u> </u>	
5) ☐ Change ☐ Add ☐ Remove	<u> </u>	<u> </u>	
6) ☐ Change ☐ Add ☐ Remove	<u> </u>	<u> </u>	

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

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

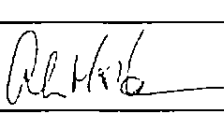
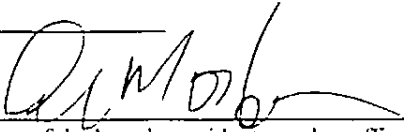
Please see attached.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

- ☒ 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 11/08/2024

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)

Andrew Morton, Esq.

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

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2025 FEB 19 PM 4:00
TALLAHASSEE, FLORIDA

UMENTY FOUNDATION, INC.
A Florida Not For Profit Corporation

ARTICLES of AMENDMENT

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2025 FEB 19 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXCLUSIVELY CHARITABLE PURPOSES:

The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), or the corresponding provision of any future United States Internal Revenue law, with its specific purpose to include awareness and outreach for those with issues related to mental health. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are to do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the Florida Not For Profit Corporation Act (the "*FNFPCA*") and other laws of the State of Florida and the laws of the United States of America in order to accomplish the purposes set forth in this Article.

Notwithstanding any provision of these Articles of Amendment or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

DISSOLUTION:

In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose.

Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

NO PRIVATE BENEFIT:

No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public

office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the FNFPCA, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

NO MEMBERS

The Corporation shall have no members.

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TALLAHASSEE, FLORIDA