

08/14/2019  
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16:54 Blalock Walters

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Division of Corporations

**N38945**  
Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: KIWANIS CLUB OF BRADENTON FOUNDATION, INC.

DOCUMENT NUMBER: N38945

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

Please return all correspondence concerning this matter to the following:

Elleen Pennington

(Name of Contact Person)

Blalock Walters, P.A.

(Firm/ Company)

802 11th Street West

(Address)

Bradenton, Florida 34205

(City/ State and Zip Code)

EPennington@blalockwalters.com

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

For further information concerning this matter, please call:

Matthew Staggs

941

7480100

at

(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:

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Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Fax Audit # (((H190002428053)))

**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
KIWANIS CLUB OF BRADENTON FOUNDATION, INC.**

*(Effective, August 14, 2019)*

**THIS AMENDMENT TO THE ARTICLES OF INCORPORATION** (this "Amendment") was adopted on the 14<sup>th</sup> day of August, 2019 by the Board of Directors of **KIWANIS CLUB OF BRADENTON FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation") pursuant to Florida Statute § 607.1006.

**WITNESSETH:**

**WHEREAS**, the Corporation filed its Amended and Restated Articles of Incorporation on January 9, 2018, with the Florida Secretary of State under Document Number N38945 (the "Articles");

**WHEREAS**, the Corporation and its Board of Directors believe it to be in the best interests of the Corporation to amend the Articles; and

**WHEREAS**, as the Corporation's membership is limited to the Board of Directors all members of the Corporation entitled to vote have voted on this Amendment as required in the Articles and Florida Statute § 607.1006.

**NOW, THEREFORE**, pursuant to the provisions of Florida Statute § 607.1006 the Corporation hereby adopts the following Amendment to its Articles:

1. Article III of the Articles is hereby deleted in its entirety and replaced with the following:

**ARTICLE III  
PURPOSES**

The purposes of the Corporation are as follows (collectively, the "Purpose"):

(a) To carry on charitable, educational, religious, or other qualified activities within the meaning of Internal Revenue Code Section 170(c)(2) and Treasury Regulations 1.509(a)-4(c)(2) or the corresponding section of any future tax code or regulation ("Charitable Activities") by: (i) providing financial support in the form of charitable contributions to various Charitable Activities, including, but not limited to, charitable programs and projects of the Club; and (ii) making a charitable contributions to other Internal Revenue Code Section 501(c)(3) organizations, particularly those benefiting young people (each a "Charitable Contribution").

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(b) In furtherance of (a) above, the Corporation shall also:

1. Accept donations in accordance with the gift policy approved by the Corporations' Board of Directors;
2. Raise funds and solicit contributions on behalf of the Corporation;
3. Manage the investments of the Corporation; and
4. Implement a distribution policy which over time seeks to preserve each donor's original donation, unless the donor directs otherwise.

Notwithstanding anything herein to the contrary, the purpose of the Corporation is to qualify as a Type I "supporting organization" under Internal Revenue Code section 509 (a)(3)(B)(i) or such corresponding section of any future federal tax code or regulations that may be enacted.

2. Article VII of the Articles is hereby deleted in its entirety and replaced with the following:

#### ARTICLE VII OFFICERS AND DIRECTORS

The membership of the Board of Directors shall be as provided in the By-laws of the Corporation. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer, and, at the option of the Corporation's Board of Directors, a President-Elect, whom shall be members of the Board of Directors. The officers and Directors shall serve without compensation; shall have such duties and tenures as provided in the By-laws of the Corporation; and shall be elected, qualified and hold office in accordance with the provisions of the By-laws.

3. Except as specifically amended herein, all terms, provisions and conditions of the Articles shall remain unmodified, and otherwise in full force and effect.

The foregoing Amendment was approved and ratified by the Corporation's Board of Directors by three fourths vote of all voting Directors at a meeting of the Corporation in accordance with Florida Statutes Chapter 607, and the Corporation's Articles and Bylaws. Therefore, the Secretary of State is hereby requested to approve and file this Amendment in accordance with Florida Statutes Chapter 607.

*Signature Page Follows*

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IN WITNESS WHEREOF, the undersigned has executed this Amendment effective the 14<sup>th</sup> day of August 2019.

KIWANIS CLUB OF BRADENTON  
FOUNDATION, INC., a Florida not-for-profit  
corporation

By: \_\_\_\_\_

Jack Hawkins, As Its President