

N44268

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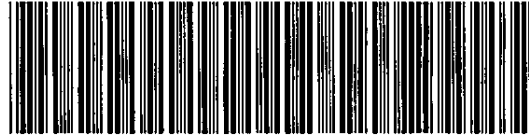
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **ONTA FOUNDATION, INC.**

DOCUMENT NUMBER: **N44268**

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

Please return all correspondence concerning this matter to the following:

**Nicholas T. Schroeder**

(Name of Contact Person)

**Attorney at Law**

(Firm/ Company)

**4010-D Newberry Road**

(Address)

**Gainesville, FL 32607**

(City/ State and Zip Code)

**nschroeder@bellsouth.net**

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

For further information concerning this matter, please call:

**Nicholas T. Schroeder**

(Name of Contact Person)

at ( **352** ) **376-8118**

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

**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

FILED  
15 FEB -5 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

ONTA Foundation, Inc.

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

N44268

(Document Number of Corporation (if known))

FILED  
15 FEB -5 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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 checked="" type="checkbox"/> Remove	<u>BDM</u>	<u>Robinson, A. Forest</u>	<u>2765 F &amp; B Road</u> <u>College Station, TX 77845</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>BDM</u>	<u>Inserra, Renato</u>	<u>FDACS Division of Plant Industry</u> <u>P.O. Box 447100</u> <u>Gainesville, FL 32614</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>BDC/P</u>	<u>Brito, Janete</u>	<u>FDACS Division of Plant Industry</u> <u>1911 SW 34th Street</u> <u>Gainesville, FL 32608</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>BDM</u>	<u>Agudelo, Paula</u>	<u>Clemson University</u> <u>114 Long Hall</u> <u>Clemson, SC 29634</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>BDM</u>	<u>Duncan, Larry W.</u>	<u>CREC</u> <u>700 Experiment Station Rd</u> <u>Lake Alfred, FL 33850</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>BDM</u>	<u>Simmons, Lee J.</u>	<u>411 Research Road</u> <u>Auburn, AL 36849</u>

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

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

Article III is amended to read - This corporation is not organized for profit and is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code ( hereinafter the "Code") and specifically :

(a) To provide a scientific, educational, literary and charitable organization for individuals and organizations that are interested in the science of Nematology, and to share information and promote understanding of the impact of nematodes on world agriculture.

(b) To provide grants to students for study and research in Nematology, and for travel to participate in meetings of Nematological and related societies.

(c) Provide assistance to scientists to encourage creative thought and to assist in the early development of innovations in Nematology and their applications.

(d) Provide grants to plan, develop, and conduct special workshops, courses and programs on topics of interest to Nematological scientists.

Notwithstanding the foregoing puposes, this corporation shall only engage in such scientific, educational, literary and charitable purposes as an organiztion qualified under section 501(c)(3) of the "Code" and shall operate for no other purpose.

See addendum for additional Amendments and Articles.

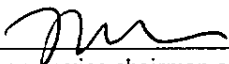
The date of each amendment(s) adoption: November 18, 2014, if other than the date this document was signed.

Effective date if applicable: at the time of filing with the Florida Department of State.  
(no more than 90 days after amendment file date)

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 01 / 29 / 2015

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)

Janete Brito

(Typed or printed name of person signing)

Chairman Board of Directors

(Title of person signing)

Addendum to

Articles of Amendment  
to  
Articles of Incorporation  
of  
ONTA FOUNDATION, INC.

Document Number N44268

The Articles of Incorporation are further amended as follows:

ARTICLE IX - RESTRICTIONS AND INTERPRETATION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 as set forth in Article III, hereof. All other payments and distributions of the Corporation shall be in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. 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 of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

#### ARTICLE X - DISSOLUTION

Upon the 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, dispose of all assets of the corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes as shall at the time qualify as an exempt organization or organizations under selection 501 (c) (3) of the Code, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose.

(NEW ADDITIONAL ARTICLE)

#### ARTICLE XI – INTERNAL REVENUE CODE

Any reference in these Articles of Incorporation to the Code shall be interpreted to include the corresponding provisions of any applicable future Internal Revenue Code.