

N46545

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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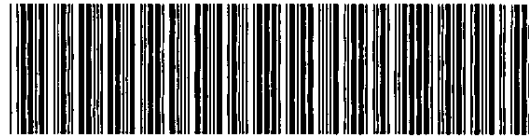
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
AUG 29 2013
LEMEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Charles A. Whitehead Foundation, Inc.

DOCUMENT NUMBER: N46545

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

Please return all correspondence concerning this matter to the following:

Edward A. Hutchison, Jr., Esq.

(Name of Contact Person)

Burke, Blue, Hutchison, Walters & Smith, P.A.

(Firm/ Company)

221 McKenzie Avenue

(Address)

Panama City, FL 32401

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Edward A. Hutchison, Jr.

(Name of Contact Person)

at (850) 769-1414

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

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

CHARLES A. WHITEHEAD FOUNDATION, INC.

(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: EDWARD A. HUTCHISON, JR.

221 MCKENZIE AVE.

(Florida street address)

New Registered Office Address:

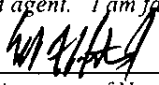
PANAMA CITY, Florida 32401

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>BETTY FEAGLE</u>	<u>990 W. 15TH STREET</u> <u>PANAMA CITY, FL 32401</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>EDWARD A. HUTCHISON, JR.</u>	<u>221 MCKENZIE AVE.</u> <u>PANAMA CITY, FL 32401</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>W. GERALD HAMM, JR.</u>	<u>465 GRACE AVE.</u> <u>PANAMA CITY, FL 32401</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

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

NUMBER OF DIRECTORS INCREASED.

DESIGNATION OF CURRENT DIRECTORS.

CHANGE REGISTERED AGENT.

AMENDED ARTICLES OF INCORPORATION ATTACHED HERETO.

The date of each amendment(s) adoption: JULY 1, 2013, if other than the date this document was signed.

Effective date if applicable: July 1, 2013
(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 August 22, 2013

Signature [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)

EDWARD A. HUTCHISON, JR.

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
CHARLES A. WHITEHEAD FOUNDATION, INC.,
a Florida Not For Profit Corporation**

The initial Articles of Incorporation were filed for the **Charles A. Whitehead Foundation, Inc., a Florida Not For Profit Corporation**, were filed on December 19, 1991 and was assigned Florida Document Number N46545 and FEIN 59-3105213. Pursuant to the provisions of Section 617.1006, *Florida Statutes*, this Florida Not For Profit Corporation, the Charles A. Whitehead Foundation, Inc. (hereinafter the "Corporation") adopts the following amendments to its Articles of Incorporation. This Amendment and Restatement shall be effective as of the date of filing and is being submitted to amend and restate the following:

Article 1. Name. The name of the Corporation is the Charles A. Whitehead Foundation, Inc., a Florida Not For Profit Corporation.

Article 2. Exempt Status. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Act. Notwithstanding any other provision of this certificate, 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States internal revenue law).

Article 3. Purposes. The purposes for which the Corporation is to be formed is to provide financial assistance to several different types of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to award scholarships and grants to financially needy individuals.

In furtherance of these purposes, the Corporation agrees to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes entitled the Not-for-Profit Corporation Act.

Article 4. Initial and Registered Principal Office. The street address, city and county in which the Corporation's office is to be located is: **990 W 15th Street, Panama City, Bay County, Florida, 32401.**

Article 5. Place of Operation. The territory in which the Corporation's activities are principally to be conducted is Bay County, Florida.

Article 6. Directors. The Corporation shall have at least three (3) directors and a maximum of five (5) directors who shall be elected in accordance with the By-Laws. The names and residences of the initial directors until the first annual meeting are:

<u>Names</u>	<u>Addresses</u>
Charles Whitehead	990 W. 15th Street Panama City, Florida 32401
Greg Brudnicki	2403 Harrison Avenue Panama City, Florida 32405
Edward A. Hutchison, Jr.	221 McKenzie Avenue Panama City, FL 32401
W. Gerald Hamm	465 Grace Avenue Panama City, FL 32401

Article 7. Registered Agent. The name and street address of the registered agent of the company in the State of Florida is:

Edward A. Hutchison, Jr., Esq.
Burke Blue Hutchison Walters & Smith, P.A.
221 McKenzie Avenue
Panama City, FL 32401

Article 8. Subscriber/Incorporator. The name and street address of the subscriber/incorporator to these Amended and Restated Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Charles A. Whitehead	990 West 15th Street Panama City, FL 32401

Article 9. Officers. The Officers of this Corporation shall be: a President, Vice-President, Secretary and Treasurer and such other offices or agents as may be deemed

necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

Article 10. Distribution on Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations that promote the same purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article 11. Income and Distribution. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Article 12. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article 13. Address of Notice. The post office address to which the Secretary of State shall mail a copy of notice required by law is **990 W 15th Street, Panama City, Bay County, Florida, 32401.**

Article 14. Age of Incorporator. The Incorporator is of the age of 18 years or over.


IN WITNESS WHEREOF this certificate has been signed by the subscriber, this
31st day of July, 2013.

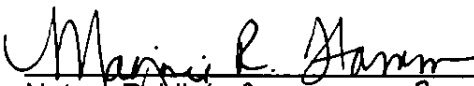

Charles A. Whitehead

STATE OF FLORIDA
COUNTY OF BAY

THE FOREGOING instrument was acknowledged before me 31st day of July,
2013, by **Charles A. Whitehead**, who is personally known to me or who has produced
_____ as identification and who did take an oath.

[SEAL]

NOTARY PUBLIC-STATE OF FLORIDA
 Marjorie R. Hamm
Commission #DD950279
Expires: JAN. 10, 2014
BONDED BY THE FLORIDA BONDING CO. INC.


Notary Public/ Marjorie R. Hamm
Commission No.: DD950279
My Commission Expires: 1-10-14

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE OF CHAPTER 48.901, Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST, that **Charles A. Whitehead Foundation, Inc., a Florida Not For Profit Corporation**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Panama City, County of Bay, State of Florida, has named **Edward A. Hutchison, Jr., Esq., of Burke, Blue, Hutchison, Walters & Smith, P.A.**, located at **221 McKenzie Avenue, Panama City, County of Bay, State of Florida**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

HAVING been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



**Edward A. Hutchison, Jr.
(Resident Agent)**