

# N95000001375

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February 3, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
George Firestone Building  
Post Office Box 6327  
Tallahassee, Florida 32314

900002078249--7  
-02/05/97--01045--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: The Claude Nolan Brown Foundation, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the subject corporation.

Also enclosed is our firm check in the amount of \$87.50 to cover the following fees and charges:

Filing Fee	\$ 35.00
One Certified Copy	<u>52.50</u>
Total	<u>\$ 87.50</u>

Please file the amendment and return one certified copy to me at your earliest convenience.

Sincerely yours,

*James P. Stevens*  
James P. Stevens

JPS/jo

Enclosures as Stated

2/11  
*Joey Amend*  
C.C.

FILED  
07 FEB -5 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 FEB -5 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF THE CLAUDE NOLAN BROWN FOUNDATION, INC.

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We, the undersigned, Lila Byrd Brown and Claudette Nolan Brown Helmick, being the President and Secretary, respectively, of The Claude Nolan Brown Foundation, Inc., a Florida corporation, pursuant to Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, (the charter having previously been filed with the Secretary of State, State of Florida), do hereby certify as follows:

1. The name of this corporation is The Claude Nolan Brown Foundation, Inc.

2. An amendment to the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc. was duly and unanimously adopted by the members and board of directors of The Claude Nolan Brown Foundation, Inc. held effective January 10, 1997.

3. The amendment adopted amended the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc., in the following respects:

New Article XV of the Articles of Incorporation is adopted, and shall provide in its entirety:

"Article XV - Indemnity"

"(a) Each person who acts as a trustee, director, employee, officer or agent of this corporation may be indemnified by such

corporation, in accord with and to the extent permitted under Sections 607.0831, 607.0850, 617.0831 (subject to provisions of Section 617.0834) of the Florida Statutes against the costs and expenses, including attorney's fees and/or amounts of liabilities, judgments, if any, which may be imposed upon or reasonably incurred by the indemnitee in connection with any action, suit or proceeding, or in connection with any appeal therein, in which the indemnitee may be a party by reason of the indemnitee being or having been such trustee, director, employee, officer or agent, or by reason of any action alleged to have been taken or omitted by the indemnitee in either such capacity; provided that the right of indemnification herein provided for shall not extend with regard to costs, expenses or amounts of liability or judgments, imposed upon or incurred by any trustee, director, employee, officer or agent of the corporation in relation to matters as to which the indemnitee shall be finally adjudged to be liable for gross negligence or willful misconduct in the performance of the indemnitee's duties as such trustee, director, employee, officer or agent, or to any sum required to be paid by such indemnitee to the corporation in settlement of any action, suit or proceeding based upon such gross negligence or willful misconduct of the indemnitee."

"(b) The right of indemnification herein provided for, if duly authorized, shall inure to each of the trustees, directors, employees, and officers or agents of the corporation, whether or not the indemnitee is acting as such at the time such costs and expenses, including attorney's fees and judgments, if any, are imposed or incurred, and whether or not the claim asserted against the indemnitee is based on matters which antedate the adoption of this Article, and in the event of the indemnitee's death shall extend to the indemnitee's legal representatives, successors and heirs; but such right shall not be

exclusive of any other right to which the indemnitee may be entitled. Such right shall be consistent with the indemnity provisions of Sections 607.0850, 617.0831, and 617.0834 of the Florida Statutes."

"(c) The adoption of the authority hereunder shall confirm to the members of the board of trustees their authority to implement the provisions of Sections 607.0850, 617.0831 and 617.0834 of the Florida Statutes, as such presently provides, or corresponding provisions of the Florida Statutes. The extent of the exercise of such authority, consistent with such statutes is reserved to the members of the board of trustees, in the administration of the matters of the foundation."

"(d) Notwithstanding any other provision of this Article XV to the contrary, the authority under Article XV shall not apply nor shall it be exercised to the extent such may be in conflict with the qualification of this corporation under Sections 501(a), or contributions under 170, 2055 and 2522 of the Internal Revenue Code of 1986, as amended, and no action shall be taken hereunder which would subject the corporation, or its officers or directors to liability for the excise taxes provided under Sections 4940 through 4945 of the Internal Revenue Code of 1986, as amended."

4. This amendment to the Articles of Incorporation of The Claude Nolan Brown Foundation, Inc. shall become effective upon delivery to and filing with the Office of the Department of State of the State of Florida of these Articles of Amendment.

IN WITNESS WHEREOF, we have set out hands and seals this 10<sup>th</sup> day of January, 1997.

THE CLAUDE NOLAN  
BROWN FOUNDATION, INC.

By: 

Lila Byrd Brown  
As President

By Claudette Nolan Brown Helmick  
Claudette Nolan Brown Helmick  
As Secretary

(CORPORATE SEAL)

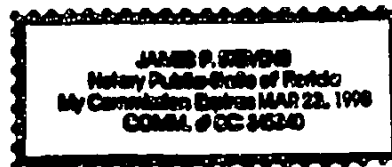
STATE OF FLORIDA,     )  
                              ) ss.  
COUNTY OF DUVAL.     )

The foregoing instrument was acknowledged before me this 10th  
day of January, 1997, by Lila Byrd Brown, President of The Claude  
Nolan Brown Foundation, Inc., who is personally known to me.

James P. Stevens  
James P. Stevens  
Notary Public, State of  
Florida at Large.

Commission No.: \_\_\_\_\_

STATE OF FLORIDA,     )  
                              ) ss.  
COUNTY OF DUVAL.     )



The foregoing instrument was acknowledged before me this 15th  
day of January, 1997, by Claudette ~~Claude~~ Nolan Brown Helmick, Secretary of  
The Claude Nolan Brown Foundation, Inc., who is personally known to  
me.



Sheri L. Hopper  
Notary Public, State of  
Florida at Large.

Commission No.: CC 541244