

704372

sent to PRIMASE CENTER

(Requestor's Name)

MARY M. Van Rullen (Reg Ag)

(Address)

8733 S. Fernozeele Ave  
ORLANDO, FL 32830

(Address)

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(City/State/Zip/Phone #)

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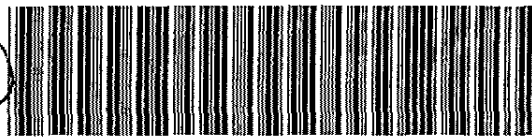
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TALLAHASSEE, FLORIDA

AMEND  
DEC  
-177

**ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
PRIMROSE CENTER, INC.**

**FILED**  
04 JUL 13 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**704372**

**Document Number of Corporation**

**Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.**

**FIRST: Amendments adopted:**

**Article Two** of the Articles of Incorporation of Primrose Center, Inc. is hereby amended to read:

**ARTICLE TWO:  
PURPOSE**

The Corporation is organized for such charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law. Within the scope of the forgoing, the Corporation is specifically organized and empowered to transform the lives of people with developmental disabilities by providing opportunities to achieve their fullest potential.

This Corporation is organized for the purpose of providing supports, services, opportunities, that include but are not limited to educational, vocational, training, living arrangements, and transportation for persons with disabilities, who can benefit from the service offered, including without limitation, services, projects, programs, opportunities, and activities to develop, enhance, and/or maintain skills that contribute to assisting people in the achievement of personal outcomes, and to acquire, real and personal properties to provide for such services.

The Corporation shall be authorized to in addition borrow, leverage, lien, and or mortgage money to do these services as well as rent, lease, trade and or sell such real and personal properties as deemed necessary by the Board.

To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, or charitable purposes, such funds as may from time to time be given to it by any person, persons or corporations, and receive

gifts and make financial and other types of contributions and assistance to scientific, educational, literary, and charitable organizations; and:

To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the forgoing stated purpose and permitted under the laws of Florida and the United States.

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, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in the furtherance of Article Two. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 corresponding section of any 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 corresponding section of any future United States Revenue Law.

**Article Five** of the Articles of Incorporation of Primrose Center, Inc. is hereby amended to read:

**ARTICLE FIVE:  
MEMBERS**

The qualification for members of the Corporation, and the manner of their admission shall be regulated by the bylaws.

**Article Six** of the Articles of Incorporation of Primrose Center, Inc. is hereby amended to read:

**ARTICLE SIX:  
DIRECTORS**

The Board of Directors of the Corporation shall consist of not less than three nor more than twenty-one members. The Corporation's bylaws shall specify the number of directors to serve between three and twenty-one. The initial Board of Directors shall serve until the first annual meeting of the Members of the Corporation and until their successors have been elected. The names of the members of the Corporation's Board of Directors are:

Leslie King, Chairperson  
Helen Galloway, Vice Chair  
Paul Dumm  
Faye Scott-Evans  
L.E. Batchelor  
Vicki Gillett  
Bob Hoerter

The method of election of board members and their terms shall be stated in the bylaws of the Corporation.

The Officers of the Corporation shall be: a Chairperson of the Board of Directors, a Vice Chair of the Board of Directors. The Board of Directors shall by resolution appoint a Treasurer and a Secretary, which may be held by the same person. The officers shall hold office in the manner provided in the bylaws.

**Article Eight** of the Articles of Incorporation of Primrose Center, Inc. is hereby deleted.

**Article Nine** of the Articles of Incorporation of Primrose Center, Inc. is hereby deleted.

**Article Ten** of the Articles of Incorporation of Primrose Center, Inc. is hereby amended to read:

**ARTICLE TEN:  
AMENDMENTS**

The method in which the Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation shall be stated in the bylaws of the Corporation.

**Article Eleven** of the Articles of Incorporation of Primrose Center, Inc. is hereby deleted.

**Article Twelve** of the Articles of Incorporation of Primrose Center, Inc. is hereby deleted.

**Article Thirteen** of the Articles of Incorporation of Primrose Center, Inc. is hereby added.

**ARTICLE THIRTEEN:  
BYLAWS**

The bylaws of the Corporation may be made and adopted, altered, amended or rescinded by the Board of Directors at any regular meeting.



**Article Fourteen** of the Articles of Incorporation of Primrose Center, Inc. is added.

**ARTICLE FOURTEEN:  
DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purpose within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principle office of the Corporation is then located which are organized and operated exclusively for such purposes.

**The foregoing amendments were adopted by the general membership of this corporation on June 25 2004.**

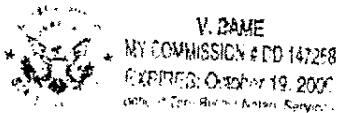
IN WITNESS WHEREOF, the undersigned Chairperson and Vice Chairperson of this corporation have executed these Articles of Amendment this 6 day of July 2004

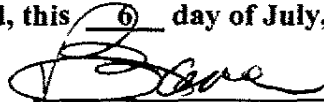
  
\_\_\_\_\_  
Leslie King, Chairperson  
  
\_\_\_\_\_  
Helen Galloway, Vice Chair

STATE OF FLORIDA:  
COUNTY OF ORANGE:

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Leslie King and Helen Galloway known to me and known by me to be the persons who executed the foregoing Articles of Amendment, and acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforementioned, this 6 day of July, 2004



  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:

SECOND: The date of adoption of the amendments was June 25, 2004

THIRD: Adoption of Amendment

- The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote amendment. The amendments were adopted by the Board of Directors.

  
\_\_\_\_\_  
Leslie King, Chairperson  
7/6/04  
Date

  
\_\_\_\_\_  
Helen Galloway, Vice Chair  
7/6/04  
Date