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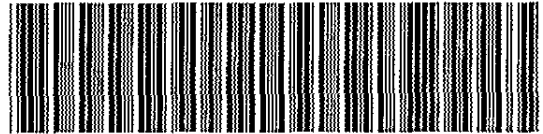
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03 FEB 25 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/25/03
Amend
38

MEMORANDUM

To: Velma Shepard
Amendments Division
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
850-245-6050

From: Wenston B. DeSue
Executive Director
Opportunities Abound in Careers, Inc.
"A Florida not-for-profit organization"
6152 9th Avenue Circle NE
Bradenton, Florida 34212
941-747-6958 (b)

Date: February 13, 2003

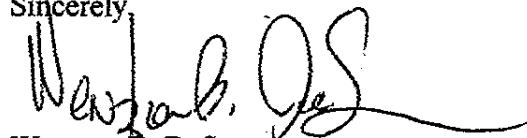
RE: AMENDED COPIES OF ARTICLES OF INCORPORATION

Mrs. Shepard:

Thank you for assisting me with the filing of the enclosed amended articles of incorporation for my leadership development organization. According to the I.R.S. determinations office, since my not-for-profit is seeking a rapid determination of our 501c 3 status, it is imperative that we have all of the information they request in their offices by the end of February. If not, we will lose our opportunity for that filing status. In addition, we will also lose the opportunity to receive funding that has been offered to us if we meet the end of February deadline. That is why it is important to get these filed copies as soon as possible.

Enclosed with this letter are the amended articles with the required I.R.S. verbiage and the \$43.75 fee. Once again, thank your for your assistance in this matter.

Sincerely,



Wenston B. DeSue
Executive Director
Opportunities Abound in Careers, Inc.

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION
Of
OPPORTUNITIES ABOUND in Careers .
Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

The name of the corporations is ***OPPORTUNITIES ABOUND in CAREERS, INC*** ORPORATED

ARTICLE 2.

The corporation is organized pursuant to the Florida Nonprofit Corporation Code.

ARTICLE 3.

The street address of the registered office is 6152 9th Avenue Circle NE, Bradenton, Florida 34212. The registered agent at such address is Wenston B. DeSue. The county of the registered office is Manatee

ARTICLE 4.

The name and address of each incorporator is:

Wenston B. DeSue
6152 9th Avenue Circle NE
Bradenton, FL 34212

ARTICLE 5.

The corporation will not have members

The organization is organized exclusively for charitable and educational purposes under section 501© (3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state government for a public purpose.

ARTICLE 6.

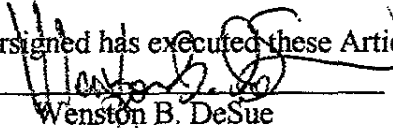
The principal mailing address of the corporation is 6152 9th Avenue Circle NE,
Bradenton, FL 34212

ARTICLE 7.

The manner of election of the directors should be as stated in the bylaws.

These amendments were adopted by the board of directors on August 30, 2002.
There are no members.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation.
This 30th day of AUGUST, 2002.


Wenston B. DeSue
Founder
Executive Director