

N17000012607

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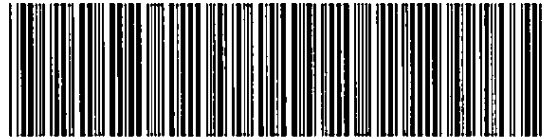
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Amend

MAY 13 2020
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pearls Of The Emerald Coast Educational Foundation, Inc.

DOCUMENT NUMBER: N17000012607

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

Please return all correspondence concerning this matter to the following:

Cynthia Jackson
(Name of Contact Person)

Pearls Of The Emerald Coast Educational Foundation, Inc.
(Firm/ Company)

PO Box 1981
(Address)

Riverview, FL 33578
(City/ State and Zip Code)

poecfoundation@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cynthia Jackson at 850 347-2411
(Name of Contact Person) (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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Pearls Of The Emerald Coast Educational Foundation, Inc.

FILED
2020 APR 28 PM 12:26
TALLAHASSEE

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

N17000012607

(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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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 type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |

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

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

See the attached sheet entitled: Amended Articles of Incorporation.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Change: ARTICLE II

Purpose

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION:

1052 Bryn Mawr Boulevard, Mary Esther, Florida 32569

Change: ARTICLE III

PURPOSE AND POWERS

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) Provide annual educational seminars/workshops for students planning to attend college or other institutions of higher learning

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

Change: ARTICLE IV

OFFICERS

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by the bylaws.
2. The powers of Pearls of the Emerald Coast Educational Foundation Inc. shall be those vested by the membership of the foundation.
3. The Pearls of the Emerald Coast Educational Foundation Inc. Executive Board shall make decisions for the welfare of the foundation during each fiscal year.
4. A quorum for regularly scheduled meetings and action of the Board and Chapter shall be 51% of the members in good standing.

President - The President shall perform the following duties: be the presiding officer of each meeting or assign the presiding officer in her absence, represent or assign a member to represent in her absence at community events that members deem in the best interest of the foundation, approves financial expenditures of the foundation, signs correspondence sent out from the foundation and serves as the voice for the foundation.

Vice-President - The Vice-President shall assume all duties and responsibilities of the President in her absence and shall assist the President by performing duties assigned to her by the President.

Secretary - The Secretary shall be the recorder of the proceedings of the foundation and shall take the minutes during each regular meeting and special call meetings. She shall send the minutes to the foundation members within fourteen (14) days after the meeting. She shall take minutes during the Executive Board meeting and send the minutes to the Executive Board members within fourteen (14) days after the meeting.

Treasurer - The Treasurer shall be the custodian of the monies of the foundation. She shall disburse monies for approved expenditures of the foundation. She shall be responsible for keeping an accurate record of all financial transactions of the foundation. The Treasurer shall provide a monthly financial report to the foundation. The Treasurer shall perform other duties as prescribed in proceeding sections of these By-Laws.

Financial Secretary - The Financial Secretary is the financial recording officer of the foundation. The Financial Secretary shall record the monies for approved expenditures of the foundation and all financial transactions of the foundation by the Treasurer. The Financial Secretary shall perform other duties as prescribed in proceeding sections of these By-Laws.

Change: ARTICLE V

OFFICERS NAME AND ADDRESSES

Michelle Lanier, Ex-Officio
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Vonselle Thomas, Secretary
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Julia Woodard, Vice President
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Miranda Griffin, Treasurer
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Cynthia Jackson, President
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Ruby Dunson, Asst. Treasurer
1052 Bryn Mawr Blvd.
Mary Esther, FL 32569

Change: ARTICLE VI

NAME AND ADDRESS OF REGISTERED AGENT

Cynthia S. Jackson
7381 Navarre Parkway, Unit 2305
Navarre, Florida 32566

Change : ARTICLE VII

NAME AND ADDRESS OF THE INCORPORATOR

Cynthia S. Jackson
7381 Navarre Parkway, Unit 2305
Navarre, Florida 32566

Change: ARTICLE VIII

MEETINGS

There shall be monthly meetings of the Pearls of the Emerald Coast Educational Foundation Inc.

The Executive Board at the beginning of each fiscal year shall establish time and place.

Change: ARTICLE IX

FINANCE

Section 1 There shall be a banking system approved by the Executive Board of the Pearls of the Emerald Coast Educational Foundation Inc.

Section 2 The signatures of the President or Treasurer shall validate a check. If neither is available, the Financial Secretary is authorized.

Section 3 The Financial Secretary shall collect any financial obligations at any meeting throughout the year.

Section 4 All monies collected under the name of Pearls of the Emerald Coast Educational Foundation Inc. shall be reported to the President and Financial Secretary.

Section 5 The Financial Secretary shall forward all monies collected to the Treasurer.

Section 6 It shall be the responsibility of the Financial Secretary to keep an accurate record of the finances of the foundation.

Section 7 Itemized expenses with receipts and statements shall be submitted to the Treasurer. Only itemized expenses with a valid receipt will be accepted by the Treasurer for refunds or for items bought for the foundation whereas you have received in advanced a check to cover such purchases.

Section 8 A financial report shall be submitted from the Treasurer and the Financial Secretary to the Executive Board, accounting for the income and expenditures of the previous fiscal year. All records shall be available for audit review.

Section 9 A written financial report shall be available to all members of the foundation.

Section 10 The financial records will be audited annually by the President, Executive Board Chairperson, Secretary and Financial Secretary before the end of June, and a partial audit at the first meeting in September for balances by the President.

Change: ARTICLE X

DISSOLUTION

When this organization is terminated, the following procedures shall be followed, to wit:

Section 1 All creditors with legitimate claims shall be paid.

Section 2 All assets remaining after the clearance of indebtedness shall be distributed as follows:

A. Equipment and material shall be auctioned to the local community or donated to other public service organizations.

B. All cash, bonds, and other legal tender shall be forwarded to.

Section 3 Articles of Dissolution drawn by the Pearls of the Emerald Coast Educational Foundation Inc. may take precedence over this Article.

Change: ARTICLE XI

EFFECTIVE DATE OF THE CORPORATION

Effective date, if other than the date of filing: November 15, 2017

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

X Cynthia Jackson Date 4/19/20
Required Signature of Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

X Cynthia Jackson Date 4/19/20
Required Signature of Incorporator Date

Remove: **ARTICLE XII: Miscellaneous**

Remove: **ARTICLE XIII: Indemnification**

Remove: **Article XIV: Amendments**

- ☐ 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 March 16, 2020

Signature Cynthia Jackson
(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)

Cynthia S. Jackson
(Typed or printed name of person signing)

President
(Title of person signing)