

733342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

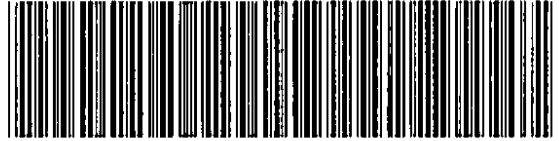
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R. WHITE  
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COVER LETTER

TO: Amendment Section  
Division of Corporations

United Methodist Cooperative Ministries/Suncoast, Inc.  
**NAME OF CORPORATION:** \_\_\_\_\_

733342  
**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

A. Matthew Rosen

\_\_\_\_\_  
(Name of Contact Person)

United Methodist Cooperative Ministries/Suncoast, Inc./Learning Empowered, Inc.

\_\_\_\_\_  
(Firm/ Company)

12945 Seminole Boulevard, Bldg 2

\_\_\_\_\_  
(Address)

Largo FL 33778

\_\_\_\_\_  
(City/ State and Zip Code)

mrosen@umcmsuncoast.org

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

For further information concerning this matter, please call:

A. Matthew Rosen

727

754-3913

at

\_\_\_\_\_  
(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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 15, 2020

A. MATTHEW ROSEN  
12945 SEMINOLE BLVD BLDG 2  
LARGO, FL 33778

*copy of requesting  
letter correction.*

SUBJECT: UNITED METHODIST COOPERATIVE MINISTRIES/SUNCOAST,  
INC.  
Ref. Number: 733342

We have received your document for UNITED METHODIST COOPERATIVE MINISTRIES/SUNCOAST, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II Supervisor

Letter Number: 620A00001115

2020 JAN 15 14:10:15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 29, 2020

*copy of letter*

A.MATTHEW ROSEN  
12945 SEMINOLE BLVD BLDG 2  
LARGO, FL 33778

SUBJECT: UNITED METHODIST COOPERATIVE MINISTRIES/SUNCOAST,  
INC.  
Ref. Number: 733342

We have received your document for UNITED METHODIST COOPERATIVE MINISTRIES/SUNCOAST, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

*J* This document is still incorrect. If you are filing Restated Articles it needs to say "Restated Articles of Incorporation Of "United Methodist Coopoerative Ministries/Suncoast,Inc"-The corporation name as it appears in our records now. Then in Article I. You may change the name to"Learning Empowered Inc."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II Supervisor

Letter Number: 720A00002103

2020 FEB -3 11:10:58

2020 FEB -6 PM 3:29

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED METHODIST COOPERATIVE MINISTRIES/SUNCOAST, INC**

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.007 of the Florida Not For Profit Corporation Act, as amended, such Amended and Restated Articles of Incorporation to be effective November 20, 2019.
2. These Amended and Restated Articles of Incorporation were duly adopted by the members of the Board of Directors of the Corporation on November 20, 2019. The number of votes cast for the amendment was sufficient for approval.
3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

**ARTICLE I. NAME**

The name of this Corporation shall be changed to LEARNING EMPOWERED, INC. and its office is located at 12945 Seminole Boulevard, Bldg 2, Largo FL 33778.

**ARTICLE II. PURPOSE**

The object, general nature and purpose of this corporation, shall be:

1. In the Public Interest: To encourage and promote the material, social and spiritual well-being of the community, relate to all persons in their personal, social, economic, educational and spiritual needs, cooperate with community agencies, governmental authorities, religious institutions and other non-profit organizations in improving the quality of life in areas served, and to provide services which may accomplish the above listed purposes.
2. Exclusively for Exempt Purposes: This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(C) (3) of the federal Internal Revenue Code or corresponding section of any future federal tax code. Within such purposes this corporation shall be organized and operated exclusively to:
  - a. Receive, hold, invest and administer property and to make expenditures to or for the benefit of the charitable purposes within the meaning of section 501(c) (3) of the federal Internal Revenue Code . All such charitable purposes within the meaning of section 501(c)(3) of the federal Internal Revenue Code shall be for public rather than private purposes within the meaning of section 501 (c)(3) of the federal Internal Revenue Code.

3. Assets Dedicated to Exempt Purposes Only: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation 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 Article II, paragraph 1. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. Distributions Only for Exempt Purposes Upon Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose.
5. No Discriminatory Purposes:
  - a. Services. No one will be denied rights, privileges, programs, activities, services or access to the facilities of the corporation on the basis of race, color, ancestry, religion, sex, sexual orientation, gender identity and expression, marital status, familial status, veteran status, age, disability, genetic information, US residency status, or national origin.
  - b. Employment. Equal employment opportunities to all persons shall be provided regardless of race, color, ancestry, religion, sex, sexual orientation, gender identity and expression, marital status, familial status, veteran status, age, disability, genetic information, or national origin.
6. Not for Private Interests: This corporation shall not be organized or operated for the benefit of private interests.

### **ARTICLE III. MEMBERSHIP**

The corporation may have such members as may be provided in the bylaws. If the bylaws provide for members, the bylaws shall also provide for rights and privileges of members.

#### **ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

#### **ARTICLE V. OFFICERS**

The Corporation shall have such officers as provided for by the bylaws.

#### **ARTICLE VI. BOARD OF DIRECTORS**

1. Manner of Selection: The directors shall be elected as stated in the bylaws. The terms of all appointed directors shall be described in the bylaws.
2. Number: Subject to the number of directors required by chapter 617, Florida Statutes, the number of directors shall be specified in or fixed in accordance with the bylaws.

#### **ARTICLE VII. BY-LAWS**

The Board shall adopt the By-Laws of the Corporation. The Board at any scheduled meeting shall approve all subsequent amendments. Any Amendments to the By-Laws must be approved by a majority vote at the next scheduled meeting after notification to all Board members of the proposed change.

#### **ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at the next scheduled meeting after notification to all Directors of the proposed change.

#### **ARTICLE IX. RELATIONSHIPS**

The Board, the officers and directors are accountable to the District, Florida Annual Conference, United Methodist Church and the District Superintendent. A slate of officers shall be presented to the District each year for approval. The employment of an Executive Director by the Board shall be done in consultation with and approval of the District Superintendent and in compliance with the Book of Discipline. An annual written report and budget shall be made and presented to the District. "District" shall refer to the District of the Florida Annual Conference, United Methodist Church in which the main office of the Corporation is located.

**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 checked="" type="checkbox"/> Add  <input type="checkbox"/> Remove	<u>ED</u>	<u>A. Matthew Rosen</u>	<u>130 4th Ave N, #510</u> <u>St Petersburg, FL 33701</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	<u>D</u>	<u>Pamela Qualls</u>	<u>14133 Joel Court</u> <u>Largo, FL 33774</u>
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 attached Amendment)

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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 January 24, 2020

Signature A. Matthew Rosen

(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)

A. Matthew Rosen

\_\_\_\_\_  
(Typed or printed name of person signing)

Executive Director

\_\_\_\_\_  
(Title of person signing)