

753289

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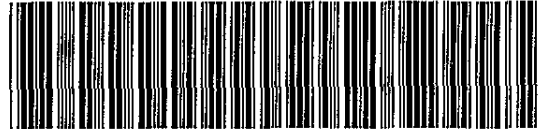
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TALLAHASSEE, FLORIDA

AMEND
DEC 12/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Chipola College Foundation, Inc.

DOCUMENT NUMBER: 753289

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

Please return all correspondence concerning this matter to the following:

Julie A. Fuqua

(Name of Contact Person)

Chipola College Foundation, Inc.

(Firm/ Company)

3094 Indian Circle

(Address)

Marianna, FL 32446

(City/ State and Zip Code)

For further information concerning this matter, please call:

Julie A. Fuqua

(Name of Contact Person)

at (850) 718-2478

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Chipola College Foundation, Inc.

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

753289

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Deleting Article V, Section 1(g)

Deleting Article V, Section 1 (i) (7) and (8)

Amend language in Article V, Section 2 Executive Committee

Amend language in Article V, Section 3 Officers

Amend language in Article V, Section 1 (a) add "or his/her designee"

Amend language in Article V, Section 1 (i)(1) add "or his/her designee"

(Attach additional pages if necessary)
(continued)

FILED
05 DEC 7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: November 8, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (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 on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(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.)

Julie A. Fuqua

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

FILING FEE: \$35

REVISED
ARTICLES OF INCORPORATION

OF

CHIPOLA COLLEGE FOUNDATION, INC.
(A Non-Profit Organization)

Adopted October 15, 1992
Revised December 5, 1995
Revised June 8, 2004
Revised November 8, 2005

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida, and under the following proposed charter:

ARTICLE I
NAME

The name of this corporation shall be CHIPOLA COLLEGE FOUNDATION, INC., and its principal place of business shall be in the City of Marianna, Jackson County, Florida.

ARTICLE II
PURPOSE

The purposes for which this Foundation is formed are:

1. To foster interest in Chipola College; to provide leadership in the promotion of its scientific and educational services; to promote its welfare; to assist it in fulfilling its objectives; to sponsor and support the arts and athletics; to implement the total program of activities of the College in appropriate ways; and, to otherwise assist, aid, and advance the activities and services of Chipola College as it serves the citizens of Florida.
2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.
3. To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, educational and charitable purposes, all for the advancement of Chipola College; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary; and to secure payment thereof by mortgage or deed of trust or to lend money upon or without security.
4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.
5. To make gifts in the form of scholarships to aid students and to make gifts and grants to Chipola College and any of its staff, instructors or departments for the purpose outlined herein.

6. To carry on or engage in any activity of any nature whatsoever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purposes.

7. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

8. Notwithstanding any other provisions of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all those persons, firms, organizations, or corporations interested in the purposes and objectives of the Foundation and the advancement of the College.

Any member of the Board of Directors may propose membership for any prospective member who expresses an interest in the purposes and objectives of the Foundation and the advancement of the College. The affirmative vote of a majority of the quorum present at any regular or special meeting of the Board of Directors shall be sufficient to admit such member.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V DIRECTORS, EXECUTIVE COMMITTEE AND OFFICERS

SECTION 1. Board of Directors.

The affairs of the Corporation and all its property shall be managed by a Board of Directors who shall number not less than fifteen (15) and not more than forty (40) as may be fixed from time to time in the By-Laws.

The Board shall be constituted as follows:

- (a) One seat shall be occupied by the President of Chipola College or his/her designee.
- (b) One seat shall be occupied by a member of the Chipola College District Board of Trustees.
- (c) One seat shall be occupied by the President of the Chipola Alumni Association.
- (d) One seat shall be occupied by a board member of the Chipola Regional Arts Association.
- (e) One seat shall be occupied by a board member of the Chipola Appreciation Club.
- (f) One seat shall be occupied by the Director of Publications.
- (g) Five seats shall be occupied by business and/or professional persons residing within the five county service area of Chipola College. The seats shall be occupied by one person from each of the following counties: Calhoun, Holmes, Jackson, Liberty, and Washington. Terms of these members shall not exceed three (3) years without re-election by majority vote of the Board of Directors.
- (h) The remaining seats shall be occupied by outstanding business and professional persons who have genuine interest in the College. Terms of these members shall be for three (3) years and the terms shall not exceed three (3) years without re-election by majority vote of the Board of Directors. The terms shall be staggered so that approximately one-third of such terms shall expire each year. Vacancies occurring during a term shall be filled for the unexpired portion thereof by the manner herein provided.
- (i) Directors who serve by virtue of their position are as follows:
 - (1) the President of Chipola College or his/her designee.
 - (2) the representative of Chipola College District Board of Trustees.
 - (3) the College Director of Publications.
 - (4) the President of the Chipola Alumni Association.
 - (5) the representative board member of the Chipola Regional Arts Association.
 - (6) the representative board member of the Chipola Appreciation Club.

Other Directors shall be elected by the Board of Directors upon recommendation by the Chipola College Foundation Executive Committee.

SECTION 2. Executive Committee.

The By-Laws may provide for the appointment of an Executive Committee of not less than nine (9) members of the Board of Directors, and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors. The Executive Committee shall consist of six (6) Directors who serve by virtue of their positions as listed herein and the duly elected President, Vice-President, and Vice-President Elect of the Foundation. Other members shall be elected by the Board of Directors as stated in the By-Laws.

SECTION 3. Officers.

The officers of the Corporation shall be a President, Vice-President, and Vice-President Elect. The President, Vice-President and Vice- President Elect shall be elected by the Board of

Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of President, Vice-President, and Vice-President Elect shall be filled from the membership of the Board of Directors and the positions of the Executive Director, Secretary, and Treasurer shall be appointed by Chipola College. The positions of Secretary and Treasurer may be held by one and the same person as designated by Chipola College.

SECTION 4. SEAL.

The seal of the Corporation shall be inscribed with the following words: "CHIPOLA COLLEGE FOUNDATION, INC.," and the seal shall include the figures "1980."

SECTION 5. MEETINGS.

The meetings of said Board of Directors shall be at such time as shall be set forth in the By-Laws.

ARTICLE IV INITIAL OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first election are:

President	Hodges R. Martin	402 Decatur Street Marianna, FL 32446
Vice-President	Kenneth T. Stoutamire	Bevia Road Marianna, FL 32446
Secretary/ Treasurer	Miriam S. Bailey	416 Deering Street Marianna, FL 32446

ARTICLE VII BY-LAWS

The Foundation shall have By-laws consistent with these Articles of Incorporation. The By-laws of the Foundation are to be made, amended, or rescinded by the Board of Directors as set forth in the By-laws.

ARTICLE VIII INDEBTEDNESS

The highest amount of indebtedness for which this corporation may bind itself is \$1,000.00.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The first five (5) individuals listed shall serve as Directors so long s they hold the offices set forth in ARTICLE V, Section 1 (a) through (e).

The remaining (15) individuals listed below shall serve on (1), (2), or (3) year terms as designated below.

Dr. Richard Morley	Chipola Junior College Marianna, FL 32446
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Paul Eubanks	Bristol, FL 32321
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Hodges Martin	402 Decatur Street Marianna, FL 32446
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Miriam S. Bailey	416 Deering Street Marianna, FL 32446
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Joyner Sims	1901 Michael Lane Marianna, FL 32446
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Three (3) Year Terms:

Sarah M. Clemmons	P.O. Box 852 Marianna, FL 32446
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Susan H. Kunde	1010 North Jefferson Marianna, FL 32446
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Benjamin Pete	Mount Tabor Community Greenwood, FL 32443
---------------	--

Rene C. Tharpe	Route 1, Box 31 Cottondale, FL 32431
----------------	---

Terrell E. Yon, Jr.	311 North Main Street Blountstown, FL 32424
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Two (2) Year Terms:

Robert E. Childs Amelia Drive
Marianna, FL 32446

Jerry A. Glass 2705 Bevia Road
Marianna, FL 32446

Samuel W. Mitchell Vernon, FL 32462

Kenneth T. Stoutamire Bevia Road
Marianna, FL 32446

Kenneth R. Yates 307 West North Street
Bonifay, FL 32425

One (1) Year Terms:

Reola Bryan 700 Allen Street
Marianna, FL 32446

Harold Donaldson 316 Berkshire Road
Marianna, FL 32446

James Filmore Melzer P.O. Box 127
Chattahoochee, FL 32324

Marjorie P. Sangaree P.O. Box 27
Chipley, FL 32428

Seaborn Mitchell Larkin 1 Pea Ridge Road
Bristol, FL 32321

ARTICLE X
INCORPORATORS AND SUBSCRIBERS

The names and residences of the incorporators and subscribers are as follows:

Hodges R. Martin 402 Decatur Street
Marianna, FL 32446

Kenneth T. Stoutamire Bevia Road
Marianna, FL 32446

Marjorie P. Sangaree

P.O. Box 27
Chipley, FL 32428

Benjamin Pete

Mount Tabor Community
Greenwood, FL 32443

ARTICLE XI
LOCATION OF REGISTERED OFFICE;
IDENTIFICATION OF REGISTERED AGENT

- (a) The address of the corporation's initial registered office in the State of Florida is 327 East Lafayette Street, Marianna, FL 32446.
- (b) The name of this corporation's initial registered agent at the above address is John E. Roberts

ARTICLE XII
AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation of the Foundation shall be adopted by two-thirds (2/3) vote of the Board of Directors and shall become effective upon filing with the Secretary of State, State of Florida.

ARTICLE XIII
DISSOLUTION

In the event of dissolution of this Foundation, all the remaining assets of the Foundation shall be disbursed only to the District Board of Trustees of Chipola College for scientific, educational, and charitable purposes related to Chipola College.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as subscribers and incorporators as of this 26 day of June, 1980.

Hodges R. Martin

Kenneth T. Stoutamire

Marjorie P. Sangaree

Benjamin Pete

State of Florida
County of Jackson:

Before me, the undersigned authority, personally appeared Hodges R. Martin, Kenneth T. Stoutamire, Marjorie P. Sangaree, and Benjamin Pete, the individuals whose signatures appear on the foregoing instrument, and they severally acknowledged before me that they executed the foregoing instrument for the used and purposes they expressed.

Witness my Hand and Official Seal this 26 day of June, 1980.

Notary Public