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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

2018 JAN 31 AM 10:02

NAME OF CORPORATION: THE VANGUARD SCHOOL PF LAKE WALES, FLORIDA, INC.

DOCUMENT NUMBER: 768162

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

Please return all correspondence concerning this matter to the following:

Harold Maready, CEO

(Name of Contact Person)

The Vanguard School of Lake Wales, Florida, Inc.

(Firm/ Company)

22000 US Hwy 27

(Address)

Lake Wales, FL 33859

(City/ State and Zip Code)

Harold.maready@vanguardschool.org

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

For further information concerning this matter, please call:

Harold Maready

(Name of Contact Person)

at (863) 676-6091

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

2018 JAN 31 AM 12:22

THE VANGUARD SCHOOL OF LAKE WALES, FLORIDA, INC.

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

768162

(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:**

N/A

*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:**

N/A

*(Principal office address **MUST BE A STREET ADDRESS**)*

**C. Enter new mailing address, if applicable:**

N/A

*(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: N/A

*(Florida street address)*

New Registered Office 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 type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input 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	_____	N/A	N/A
<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 ATTACHMENT "A".

## ATTACHMENT "A"

### VANGUARD SCHOOL OF LAKE WALES, FLORIDA, INC.

#### **Amended Articles of Incorporation Approved November 30 2017**

**The provisions of the articles of incorporation for the above named not for profit corporation are hereby amended as follows:**

1. Articles Two and Three are hereby revoked and the following provisions are adopted and substituted in their place:

#### **ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, and any amendments thereto (the "Act").

#### **ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- (a) to maintain and operate a school or schools with educational programs for secondary school level students at and/or near Lake Wales in Polk County, Florida, or such other school levels and/or locations as determined by the Board of Trustees; and
- (b) to otherwise engage in any lawful acts and activities consistent with the foregoing for which corporations may be formed under the Act.

2. Article Five is hereby revoked and the following provision is adopted and substituted in its place:

#### **ARTICLE FIVE. NON-MEMBERSHIP CORPORATION**

The Corporation shall have no classes of members, as set forth under the Act, and trustees shall be elected by the Board of Trustees as set forth in the bylaws of the Corporation.

3. Except for the names and addresses of the first members of the Board of Trustees and the persons named to as corporate officers until an initial election is held, Article Eight is hereby revoked and the following provision is adopted and substituted in its place:

#### **ARTICLE EIGHT. MANAGEMENT OF COPORATE AFFAIRS**

The powers of the Corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Trustees. The initial Board shall consist of nine (9) trustees and shall be composed of those persons, hereafter named together with the names of the persons serving as the initial corporate officers until their successors are elected and qualified.

4. Articles Nine, Ten, Eleven and Twelve are hereby revoked and the following provisions are adopted and substituted in their place:

#### ARTICLE NINE. DEDICATION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, or officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets upon dissolution of the organization.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided under IRC §501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In any taxable year in which the Corporation is classified as a private foundation as described in IRC §509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the Corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), (b) retain any excess business holdings as defined in IRC §4943(c), (c) make any investments in such a manner as to subject the Corporation to tax under IRC §4944, or (d) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE TEN. DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation and after payment of the necessary expenses, all of the remaining assets and property of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and any subsequent federal tax laws, as the Board of Corporation may determine. Any such assets not so distributed 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 purposes.

November 30, 2017

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

N/A

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

(**CHECK ONE**)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ 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 26, 2018 \_\_\_\_\_

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)

Peter L. Phillips

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

Chair of Board of Trustees

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