

# N00000002690

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May 24, 2000

Via UPS Next Day Air

Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Development Center - Clay, Inc.**

300003266803--7  
-05/25/00-01071-002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sirs:

I have enclosed for filing two (2) original ARTICLES OF AMENDMENT of DEVELOPMENT CENTER - CLAY, INC. Please file one original of these documents and return a certified original of the Articles of Amendment receipt stamped to this office. Also enclosed is our firm check, in the amount of \$43.75, representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,

  
William L. Thompson, Jr.

WLT/ptj

Enclosures

FILED  
MAY 25 AM 9:51  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

N00000002690  
5-25-00  
\* Next Business Day  
9:58 AM

**ARTICLES OF AMENDMENT**  
**OF**  
**DEVELOPMENT CENTER - CLAY, INC.**

1. The name of the corporation is "Development Center - Clay, Inc."
2. Upon the effectiveness of the amendment to Article I, Name, as set forth below, the corporation shall cease using its current name and shall begin to use the name as provided in Article I as amended.
3. The Articles of Incorporation of Development Center - Clay, Inc. hereby are amended in their entirety to read as follows:

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**of**  
**DEVELOPMENTAL CENTER - CLAY, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation is "Developmental Center - Clay, Inc."

**FILED**  
00 MAY 25 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE II**

### **TERM OF EXISTENCE**

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

## **ARTICLE III**

### **PURPOSE**

The specific purposes and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to organize and carry on educational activities as a charter school by conducting a not for profit school that maintains regularly scheduled curriculum, a regular facility and a regularly enrolled student body in attendance at a place where the educational activities are regularly carried on in accordance with Florida law. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE IV**

### **SCOPE OF ACTIVITY**

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which

the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

## **ARTICLE V**

### **PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

- (a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section

501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall enure to the benefit of any shareholder, member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE VI**

#### **DISSOLUTION**

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections

of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

## **ARTICLE VII**

### **MEMBERSHIP AND DIRECTORS**

The corporation is to be organized on a non-stock membership basis. Such membership shall be nonredeemable, nontransferable and non-divided bearing. The initial members shall be as determined by the Incorporator and placed in the Minute Book of the corporation. Once the initial members are specified, additional persons or entities may be added as members of this corporation by the existing members.

The corporation shall have four (4) Directors. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below four (4). The initial directors shall be as determined by the Incorporator and the names and addresses placed in the Minute Book of the corporation. Once the initial members are specified, directors shall be elected or removed by a majority vote of the then existing members consistent with the Bylaws of the corporation.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation in the State of Florida is 2301 Park Avenue, Suite 404, Orange Park, Florida, 32073, and the name of the initial registered agent of the corporation at that address is William L. Thompson, Jr. The Board of Direc-

tors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## **ARTICLE IX**

### **PRINCIPAL OFFICE**

The initial principal office of the corporation is 6710 86th Avenue North, Pinellas Park, Florida, 33782. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## **ARTICLE X**

### **BYLAWS**

Both the members and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the members may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE XII**

### **INCORPORATOR**

The name and address of the initial incorporator of the corporation is:

William L. Thompson, Jr.

2301 Park Avenue, Suite 404  
Orange Park, Florida 32073

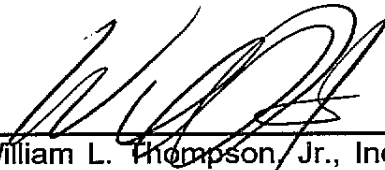
\* \* \* \* \*



4. The foregoing amendment was adopted by the sole Incorporator. The Board of Directors has not been established.

5. There are no members of this not for profit corporation.

IN WITNESS WHEREOF, the undersigned, William L. Thompson, Jr., Incorporator of this corporation has executed these Articles of Amendment, this 24 day of May, 2000.

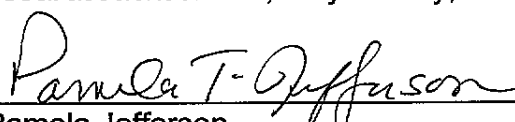
  
\_\_\_\_\_  
William L. Thompson, Jr., Incorporator

STATE OF FLORIDA       )  
COUNTY OF CLAY       )

Before me, the undersigned authority personally appeared William L. Thompson, Jr., to me well known and known to me to be the Incorporator of Developmental Center - Clay, Inc., and has acknowledged before me that he executed the above Articles of Amendment for the uses and purposes therein set forth. The undersigned ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification and ☐ did or ☒ did not take an oath.

Witness my hand and official seal at Jacksonville, Clay County, Florida this 24 day of May, 2000.

(SEAL)

  
\_\_\_\_\_  
Pamela Jefferson  
Notary Public, State of Florida

