

N 00000003138

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SECRETARY OF STATE
4114 HASSELTON DRIVE
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note*

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: The Early Learning Coalition of Flagler & Volusia Counties, Inc.

DOCUMENT NUMBER: N00000003138

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

Please return all correspondence concerning this matter to the following:

D.J. Lebo

(Name of Contact Person)

The Early Learning Coalition of Flagler & Volusia Counties, Inc.

(Firm/ Company)

135 Executive Circle, Suite 100

(Address)

Daytona Beach, FL 32114

(City/ State and Zip Code)

djlebo@elcfv.org

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

For further information concerning this matter, please call:

Heather DiRenzo at 386 323-2400 ext 152

(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
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Manilla 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2017

D.J. LEBO
135 EXECUTIVE CIRCLE
SUITE 100
DAYTONA BEACH, FL 32114

SUBJECT: THE EARLY LEARNING COALITION OF FLAGLER AND VOLUSIA
COUNTIES, INC.
Ref. Number: N00000003138

We have received your document for THE EARLY LEARNING COALITION OF
FLAGLER AND VOLUSIA COUNTIES, INC. and your check(s) totaling \$43.75.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

Please specify which article number and/or article title you are amending, adding,
or deleting.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 917A00002165

Articles of Amendment
to
Articles of Incorporation
of

The Early Learning Coalition of Flagler & Volusia Counties, Inc.

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

N00000003138

(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)

135 Executive Circle, Suite 100
Daytona Beach, FL 32114

C. Enter new mailing address, if applicable: (Mailing address MAY BE A POST OFFICE BOX)

135 Executive Circle, Suite 100
Daytona Beach, FL 32114

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:

(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:

X Change	PT	<u>John Doe</u>
X Remove	V	<u>Mike Jones</u>
X Add	SV	<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)

Article I, Section 2 – wording change to reflect new address.

Article III, Section 5 – wording change reflecting new FL Statute Chapter 1002

Article V, - wording change to reflect new FL Statute 1002.83

See Attachment A *

Amended
ARTICLES OF INCORPORATION
OF
THE EARLY LEARNING COALITION OF FLAGLER AND VOLUSIA COUNTIES
A Florida not-for-profit corporation

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME & ADDRESS

1. The name of this corporation is: The Early Learning Coalition of Flagler and Volusia Counties, Inc.
2. The principal office and mailing address of the corporation shall be located at 135 Executive Circle, Suite 100, Daytona Beach, Florida 32114, and may be changed from time to time as provided for in the By-Laws.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The specific and primary purposes for which this corporation is formed are:

3. To implement the "School Readiness Act", and the Voluntary Prekindergarten program in Flagler and Volusia Counties, within the State of Florida, and exclusively for charitable, educational, literary and scientific purposes, including for such purposes, the making of distribution to organizations Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "code").
4. The specific and exclusive purpose of this corporation is to enhance the chances for educational success of the at-risk birth-to-kindergarten population by participating in quality School Readiness and Voluntary Prekindergarten programs that can better prepare them for school.
5. To operate a support organization created by the authority of Florida Statutes, Chapter 1002, to administer School Readiness and Voluntary Prekindergarten programs designed to increase the children's chances of achieving future educational success and becoming productive members of society.
6. To develop a plan for implementing the School Readiness and Voluntary Prekindergarten programs in order to carry out the intent of the "School Readiness Act" and the Voluntary Prekindergarten program.

7. To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.
8. To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.
9. To have one or more offices, and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.
10. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights privileges, franchises and other assets.
11. To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.
12. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, where so ever situate.
13. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in these Articles of Incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.
15. To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code).
16. To carry on any other lawful activity in connection with the foregoing which is expected, directly or indirectly, to advance the interests of the corporation.

ARTICLE IV LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE V DIRECTORS/MEMBERS

The corporation shall have a voting and non-voting membership, as defined in the corporation's bylaws and as defined by Florida Statute 1002.83. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by Florida Statute 1002.83, and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI POWERS

The powers, management, and control of the Coalition, and all of its affairs, shall be vested in the board of directors as outlined in the "School Readiness Act". Members of the Coalition are subject to the ethics provisions in Part III of Chapter 112 Florida Statutes.

ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII
DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 purposes.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of the corporation may be made, altered, or rescinded from time to time, in whole or in part by a majority vote of the voting members of the Coalition, present at any meeting of the members duly called and convened; provided, however, that a quorum is present at the meeting of the members and notice of the proposed action with respect to the Articles of Incorporation shall have been mailed to all members at least (10) days prior to the meeting. All actions, including but not limited to, any amendment of the Articles of Incorporation, required to be taken at any meeting of the members may be taken by written consent as provided in Florida Statutes, as now amended, or as same may be amended in the future. The Articles of Incorporation are considered to be part of the Coalition Plan, and any amendment to these Articles of Incorporation automatically amends the plan.

ARTICLE X
REGISTERED AGENT

The Registered Agent for the corporation shall be the agent registered with the Florida Department of State, Division of Corporations, and may be changed from time to time.

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

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 24 January 2017

Signature David A. Batten
(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)

David A. Batten
(Typed or printed name of person signing)

Board Chair
(Title of person signing)