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October 8, 2007

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ORLANDO YOUTH ALLIANCE, INC.

Enclosed are an original and one (1) copy of the Articles of Amendment to Articles Incorporation and a check for: Filing Fee & Certificate of Status in the amount of \$43.75.

Sincerely,

  
Michael E. Morris

MEM: jml  
Encl  
cc: Michael Slaymaker

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
ORLANDO YOUTH ALLIANCE, INC.  
(Document Number N00000007585)**

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Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its Articles of Incorporation.

**AMENDMENTS ADOPTED**

**ARTICLE III is hereby amended to read:**

The corporation is organized exclusively for scientific, charitable and educational purposes, as provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code, including, without limitation, the following:

(a) To serve as a safe haven for teenagers ages 15 to 21 who may be questioning their sexuality, who may be experiencing harassment or prejudice in their lives, or suffering isolation and low self-esteem due to their surrounding environment; to provide an objective judgment free environment with positive role models and therefore help alleviate the problems these teenagers face as well as help them move forward with their lives;

(b) To exist as a reference source for these teenagers when questions and issues arise that cannot be dealt with directly and to provide them information about existing and available resources that may assist in their growth;

(c) To address the public at large concerning the particular issues that teenagers who are struggling with these issues confront on a daily basis; by exposing the adult population to these concerns, to improve the atmosphere in which they, and those to follow, will live.

(d) To engage in any other lawful act or related activity for which corporations may be organized under the laws of the State of Florida that may, directly or indirectly, promote the interests of the corporation or enhance the value of its property; provided, however, that the corporation will not engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of one or more of those purposes specifically enumerated above.

(e) Notwithstanding any other provision of these Articles, this organization 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.**

**No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its institutional members, directors, 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 III hereof. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 of 1986, as amended, or the corresponding provision 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 of 1986, as amended, or the corresponding provision of any future federal tax code.**

**In the event of dissolution or other termination of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the net assets of the corporation to the Institutional Members as specified in the bylaws; provided, however, that none of the net assets of the corporation shall be distributed to an Institutional Member that is not then an exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code. If none of the Institutional Members are exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code, the net assets of the corporation shall be distributed by the Board of Directors to one or more exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, 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 the Superior Court in 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.**

**The date of adoption of the amendment was October 1, 2007.**

**There are no members entitled to vote on the amendment. The amendment was**

**adopted by the Board of Directors.**

  
**MICHAEL SLAYMAKER, President**

**DATED: October 1, 2007**