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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION:

Citizens For A Progressive
Madison County, Inc.

DOCUMENT NUMBER:

NO200004517

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

Please return all correspondence concerning this matter to the following:

Vicki W. Peterson

(Name of Contact Person)

Citizens For A Progressive Madison County, Inc.

(Firm/ Company)

4553 NE Rocky Ford Road

(Address)

Madison, Florida 32340

(City/ State and Zip Code)

For further information concerning this matter, please call:

SAA

(Name of Contact Person)

at (850) 973-9664

(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 32301

Articles of Amendment
to
Articles of Incorporation

Citizens For A Progressive Madison County, Inc
(Name of corporation as currently filed with the Florida Dept. of State)

(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)**

Article II, section 2
Article III, section 6
Article ~~IV~~, section 5
Article VIII, section 1
see attachment

(Attach additional pages if necessary)
(continued)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Citizens for a Progressive Madison County, Inc.

Article I

Offices

Section 1. Principal Office. The principal office of Citizens for a Progressive Madison County, Inc. is located at 4553 North East Rocky Ford Road Madison, Florida 32340. The physical location is 4553 NE Rocky Ford Road, Madison, Florida, State of Florida, United States of America.

Section 2. Other offices. Citizens for a Progressive Madison County, Inc. may also have offices at such other places, within or without its state of Incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II

Non-Profit Purposes

Section 1. IRC Section 501(c)(3). The purpose for which Citizens for A Progress Madison County, Inc. is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions 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 corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the organization is located, exclusively for such purposes.

Section 2. The specific objectives.

The purpose of the organization is to provide:

The purpose of Citizens For a Progressive Madison County, Inc. is to provide educational opportunities and information to junior high students, high school students, and students pursuing a bachelor program. We promote family involvement in students' education. To help promote student success, we promote networking (with student peers and other agencies) for tutorial assistance. In our effort to promote comprehensive school reform and school improvement, we will provide schools information to facilitate school improvement in the areas of math, reading, and their overall school grade.

Mission Statement

Our central purpose and role of Citizens for A Progressive Madison County, Inc. is to establish/create educational opportunities for underprivileged students and promote (create) programs that promote school improvement and comprehensive school reform.

Business Objectives

Longer term business objectives of Citizens for A Progressive Madison County, Inc.: To provide financial aid, tutorial assistance during the summer, and help with secondary education issues of students enrolled in our program. The following critical strategies will be pursued (accomplished) by Citizens for A Progressive Madison County, Inc.:

1. Seek and or provide tutorial services.
2. Establish a network of programs, referral sources, and in-house assistance to students and families in our program needing financial assistance, housing, and tutoring while in college.
3. Create a Peer-Volunteers Services for our students for students needing tutoring.
4. Seek and or provide tutorial services.
5. Establish a network of programs, referral sources, and in-house assistance to students and families in our program needing financial assistance, housing, and tutoring while in college.
6. Create a Peer-Volunteers Services for our students for students needing tutoring.
7. Seek deserving disadvantaged students that qualify for a CPMC scholarship program.

The following important strategies will also be followed:

1. Coordinate education (literacy) tutorial, educational enrichment programs, and school improvement programs.
2. Create summer tutorial opportunities
3. Create a good rapport with schools and other community organizations and community support for our programs.
4. Provide educational funding opportunities for low to moderate income students.

Article III

Directors

Section 1. Citizens for a Progressive Madison County, Inc. shall have one directors (president/ chief executive officer -CEO), secretary, treasurers and a voting citizen (partner). Collectively they shall be known as the Board of Directors.

Section 2. Powers. Subject to the provisions of the laws of Florida and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ, supervise, and discharge, prescribe

the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; (c) Meet at such times and places as required by these Bylaws.

Section 4. Term of Office. Unless the director is the founder or a voting citizen (partner), each director shall hold office for a period of four years and until his or her successor is elected and qualifies.

Section 5. Compensation. Directors shall be compensated for all related program operational activities specified in the employee handbook.

Section 6. Regular Meetings. Regular meetings of board of directors shall be held once in the fall (Sept) , winter (Dec), Spring (Mar) and Summer (June), the first Saturday of the specified months (addendum- August 1, 2005)

Section 7. Quorum for Meetings. A quorum shall consist of at least three members of the Board of Directors, one must be the director or his representative.

Section 8. Majority Action as Board Action. Voting for the election of directors shall be by written ballot. Each board member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes shall be the director. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Candidates for director positions shall be nominated by the president and all members of the board shall vote on nominee(s).

Section 9. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10. Indemnification by Corporation of Directors and Officers. The directors and officers of the CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article IV Officers

Section 1. Designation of Officers. The officers of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. shall be a president, secretary, voting citizen (partner), and a Treasurer. The corporation may also have a Chairperson of the Board.

Section 2. Qualifications. Any person nominated by the president may serve as a secretary, voting citizen (partner) or treasurer of this CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. with approval of the board. The stipulations for becoming president are written in the by laws.

Section 3. Election and Term of Office. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resign, removed or not re-elected by the board of directors.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.

Section 5. Duties of Officers.

President: The president shall be the executive chief officer. If the president becomes unable to fulfill his or her duties due to illness, the treasurer becomes the temporary acting president. The president is a voting member of the board only when there is no unanimous decision by the board on an issue up for vote before the board. The acting president votes as all other board members. The president nominates the board members for positions or employment vacancies at CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. Voting Citizen: Person living in the community. Secretary: Records the minutes of the board and is also a voting member of the board on issues up for action. Chairperson: Is either the president, secretary or treasurer whose duty is to provide order to the proceedings at the board of directors meeting. Treasurer: Records the activities relating to the expenditures of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC.

Section 6. Compensation. The salaries of the officers, also known as the board of directors shall be \$0 dollars. However, the board may receive two yearly gifts in years that the budget allows. Gifts shall be no more than 6,000.00 per year.

Article V Committees

Section 1. Committees. Citizens for a Progressive Madison County, Inc. shall have committees from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees. Meetings of the board of directors shall be held and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. Board of Directors.

Article VI Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office located at 4553 North East Rocky Ford Road Madison, Florida, physical address is 4553 NE Rocky Ford Road Madison, Florida 32340:

- (a) Minutes of all meetings of directors and committees of the Board;
- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.

Article VII IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers, or other private persons.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article VIII

Amendment of Bylaws

Section 1. Amendment. These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article

IX

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Citizens for a Progressive Madison County, Inc. the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or Incorporators of Citizens for a Progressive Madison County, Inc. (CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC.), Inc., and we consent to, and hereby do, adopt the foregoing Bylaws, consisting on pages three and four of this document, as the Bylaws of this corporation. The president and founder has unlimited power unless specified by the by laws. The president of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. is the chief executive officer. The president, if she is the founder, continues to be president until her death or resignation. If resigning, it is the duty of the founder to appoint a new president. If the president is a person other than the founder or the founder's designee, the president serves four year terms. The designee shall have the same rights as the founder. The designee shall be named in the will and testimony of the founder. At the end of the four years term, if the president is not the founder or the founder's designee, a president must be appointed by the board of directors of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. if the founder is deceased or by the founder if living. CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. board members and potential employees are nominated by the president and presented to the board of

directors for a vote. The president of the board of directors of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. can only vote when an action by other board members (treasurer, secretary and voting citizen) has been acted upon and the vote is **not** unanimous. The treasurer and secretary, not the voting citizen, are to serve as board members up to four years unless re-elected by the board of directors. In June of a treasurer or secretary director's fourth year, the board will vote. If approved, the director will serve another four years. If not re-elected the director will complete his or her duties as director in December of his or her fourth year. Treasurer becomes the acting president in the event president become temporarily unable to fulfill duties due to illness. The voting citizen (partner) board member is elected yearly, ending in December, starting December of 2003. All members of the community will be encouraged to become CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. stakeholders, sharing the ideas for a progressive Madison County. All board of directors meetings held by CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. are open to the public, however, non-employees must make prior notice so that CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. can make arrangements for accommodations. Members of the public will be acknowledged at the board meeting and placed in the minutes of the meeting. To avoid interruptions, once the board of directors meeting begins, no one, other than board members and employees will be allowed to enter the board room. Board members of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. may work for the board in positions other than board members and shall receive compensation based on an contractual agreement between that person and CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. The contractual agreement between all employees of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. and CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. are based on service rendered to CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. employee's job descriptions and duties/responsibilities will be listed in the employee handbook. Salaries shall be set by the board. Initially, to ensure that CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. is operational, the programs manager shall be Jimmy Weatherspoon III. Non-voting citizen that will set on the board shall be Lillian E. Weatherspoon. Interim secretary shall be Vicki W. Peterson. President, founder and CEO shall be Vicki W. Peterson. Business consultant shall be Taja Mills. The secretary of the board of directors is Delvin Boatman and the treasurer is Kimberly Mobley. All board of directors and employees of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. are expected to support CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. in fund- raiser and community support.

CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. will not support any political entity or religious organization. Unless a contractual agreement exist, becoming a CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. stakeholder (a citizen with ideas similar to CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC., an entity, group working for a progressive Madison County, or donating to CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC.) does not indicate CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. or

CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. employee (s), Including board of directors on CITIZENS FOR A PROGRESSIVE MADISON COUNTY, Inc.'s be-half, is, has or will give support to that person, organization etc.. For liability reasons, if such person (employee) acts in such matter as to give endorsements, that person acts independent of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. and as a private citizen. CITIZENS FOR A PROGRESSIVE MADISON COUNTY, Inc. will not enter into any contractual agreements without CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. board of director's approval. CITIZENS FOR A PROGRESSIVE MADISON COUNTY, Inc. is a non-discriminatory organization.

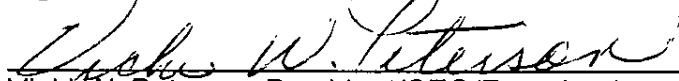
Note: Vicki Peterson is the continuing President and CEO of Citizens For a Progressive Madison County, Inc. The New members of the Board of Directors began their appointment on February 28, 2006. They are:

Treasurer- Kimberly Mobley, replaced Rhonda Branch-Alexander

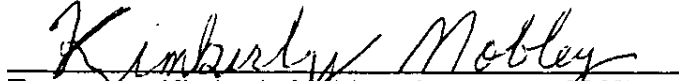
Secretary- Devin Boatman, replaced Michael Peacock

Dated: Amended January 4, 2007 at an emergency board meeting.

Signatures of initial Board Members of Citizens for a Progressive Madison County, Inc.



Vicki W, Peterson-President/CEO/Founder January 4, 2007



Treasurer, Kimberly Mobley, January 4, 2007



Secretary, Delvin Boatman, January 4, 2007

Bank Account

RESOLVED, that the funds of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. shall be deposited with a financial institution chosen by the President, the President is hereby authorized to establish an account with said bank and to deposit the funds of this corporation, therein. Bank account establishment was accepted by Waiver of Notice and Consent to Holding of First Meeting.

RESOLVED, that the CEO and the program jointly sign and authorized the endorsement of checks, drafts, or other evidence of indebtedness made payable to CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. but only for the purpose of deposit authorization for deposit was accepted by Waiver of Notice and Consent to Holding of First Meeting.

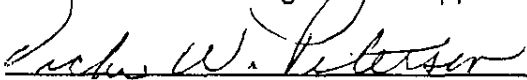
RESOLVED, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by the president and the treasurer of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. was accepted by Waiver of Notice and Consent to Holding of First Meeting.

RESOLVED, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein was accepted by Waiver of Notice and Consent to Holding of First Meeting.

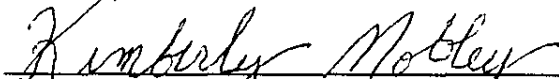
RESOLVED, that the authority hereby conferred shall remain in force until revoked by the Board of Directors of CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. and until written notice of such revocation shall have been received by said bank was authorized by Waiver of Notice and Consent to Holding of First Meeting.

Since there was no further business, upon accepting these articles and bylaws, CITIZENS FOR A PROGRESSIVE MADISON COUNTY, INC. concluded with business until the board of directors meeting, the fourth Thursday in August, 2002 was accepted by Waiver of Notice and Consent to Holding of First Meeting.

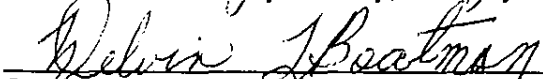
Dated: this eleventh day of September 2002 and update to become a part of the amended bylaws and articles of incorporation September 9, 2004. All parts amended September 28, 2005. On February 28, 2006, this document was updated with the new board of directors signatures. Appendix documents added March, 2006.



Vicki W. Peterson-President/CEO/Founder January 4, 2007



Treasurer, Kimberly Mobley, January 4, 2007



Secretary, Delvin Boatman, January 4, 2007

The date of adoption of the amendment(s) was: Jan. 4, 2007

Effective date if applicable: Jan 4, 2007
(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

Dr. Vicki W. Peterson
(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.)

Vicki W. Peterson

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35