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DIVISION OF CORPORATIONS
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Amend,

V SHEPARD NOV 15 2002

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

South West Florida PODS Angels
Family Support Group, Inc.
P.O. Box 60933
Fort Myers, Florida 33906-6933

October 15, 2002

RE: SOUTH WEST FLORIDA PODS ANGELS
FAMILY SUPPORT GROUP, INC.

A FLORIDA CORPORATION NOT FOR PROFIT, filed on September 30, 2002

Federal ID # 75-3075628 Document locator Number 17053-224-02702-2

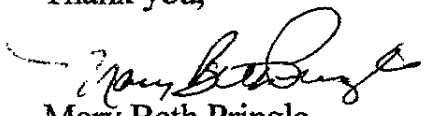
State of Florida corporate document number is N02000007549

Dear sirs:

I am amending the Articles of Incorporation to meet the standards for the 501
C 3 Federal guidelines.

Enclosed you will find the amendment paperwork and fees.

Thank you,


Mary Beth Pringle
3422 S.E. 11th Place
Cape Coral, Florida 33904

(239) 540-7897

*Tried this #, this # has
The privacy Direct Could
NOT Be Connected To This
person, Tried Twice*



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 25, 2002

MARY BETH PRINGLE
3422 S.E. 11TH PLACE
CAPE CORAL, FL 33904

SUBJECT: SOUTH WEST FLORIDA PODS ANGELS FAMILY SUPPORT GROUP, INC.
Ref. Number: N02000007549

We have received your document for SOUTH WEST FLORIDA PODS ANGELS FAMILY SUPPORT GROUP, 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):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 702A00058942

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02 NOV 12 AM 10:00
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**SOUTH WEST FLORIDA PODS ANGELS
FAMILY SUPPORT GROUP, INC.**

A FLORIDA CORPORATION NOT FOR PROFIT, filed on September 30, 2002

Federal ID # 75-3075628 Document locator Number 17053-224-02702-2

State of Florida corporate document number is N02000007549

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to it's articles of incorporation.

FIRST: Amendments adopted:

**ARTICLE IV.
PURPOSE**

E. Further restrictions on corporate purpose:

a) The purposes for which the organization is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for the charitable, religious, scientific, literary, or educational purposes either directly or by contribution to organizations under Section 501(c)3 of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended

b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the organization, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the organization, and reasonable expenses may be paid thereto, affecting one or more of the organizations purposes), and no Director or Officer of the organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization. No substantial part of the activities of the organization shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

c) The organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws

d) The organization shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

e) The organization shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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- f) The organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- g) Notwithstanding any other provision of these bylaws, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.
- h) Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE IX

BOARD OF DIRECTORS

The corporation shall have three (3) directors. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The names and address of the following ~~is~~ directors of the corporation are:

Mary Beth Pringle
3422 S.E. 11th Place
Cape Coral, Florida 33904
(239) 540-7897

Clarence M. Pringle
3422 S.E. 11th Place
Cape Coral, Florida 33904
(239) 633-1407


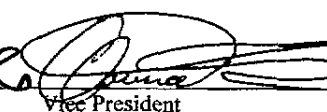

Rose Adams
2621 N.W. 3rd Place
Cape Coral, Florida 33993
(239) 938-2100

we agree that the majority of our Board members will be non-salaried and will not be related to salaried personnel or to the parties providing services. In addition, the salaried individuals cannot vote on their own compensation and the board will make that compensation decision.

SECOND: The date of adoption of the amendments was: October 7, 2002

THIRD: Adoption of Amendments

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

| | | |
|---|---|---|
|  Signature of President, Mary Beth Pringle |  Vice President Clarence Pringle |  Secretary/Treasurer Rose Adams November 3, 2002 |
|---|---|---|