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BASIC AMENDMENT

CALOOSA ELEMENTARY PTO, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COLOOSA ELEMENTARY PTO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Coloosa Elementary PTO, Inc., a Florida corporation not-for-profit (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the written consent of all of the Directors of the Corporation and a majority of the Members, in lieu of a joint special meeting, the following resolution was adopted on December 5, 2003, amending the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended in its entirety to read as follows:

Article III

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, and educational, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). Specifically, the Corporation is organized to aid the students of Caloosa Elementary School of Lee County, Florida, by providing support for their educational and recreational needs and to promote open communication among the administration, teachers and parents. In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

RESOLVED, FURTHER, that the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended by the addition of the following Article IX:

Article IX

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or

the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, trustee, officer, director or any other private person. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

WHEREUPON, the Corporation hereby certifies accordingly, under its corporate seal and the hand of its President and the adoption of this Amendment by the Board of Directors and its Members, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

Coloosa Elementary PTO, Inc., a Florida corporation
not-for-profit

Lisa Willenbacher
Lisa Willenbacher, President