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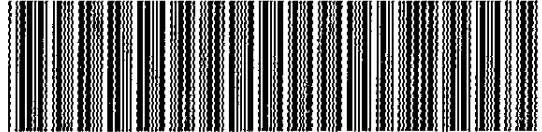
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DIVISION OF CORPORATION

C. Outillette AUG 22 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 215563 3487A
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 43.75

ORDER DATE : August 22, 2003
ORDER TIME : 11:31 AM
ORDER NO. : 215563-005
CUSTOMER NO: 3487A
CUSTOMER: Glenda R. Green
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: CLOSE THE GAP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLOSE THE GAP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to Articles of Incorporation:

1. The name of the corporation is Close the Gap, Inc. ("Corporation").
2. This Corporation's Articles of Incorporation are hereby amended as follows:

Article III, Purposes, of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE III - PURPOSES

The purposes of the Corporation are exclusively for educational, cultural and charitable activities permitted under the laws of the United States and the State of Florida, as follows:

1. The primary mission of the Corporation is to close the gap between non-minority and minority students in the areas of reading and mathematics.
2. To receive and hold by gift, bequest or purchase any real property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporations purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all and every power; including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the forgoing purposes can be authorized to exercise.
3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that this 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 herein. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, 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, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3), of the Internal Revenue Code of 1986, as amended ("Code") (or the corresponding provision of any future United States Internal Revenue Law). This Corporation shall utilize all donations, contributions, gifts and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in ARTICLE III.

Article IX, Corporate Existence, of this Corporations Articles of Incorporation is hereby added, as follows:

ARTICLE IX - CORPORATE EXISTENCE

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence commenced upon the filing of the Articles of Incorporation by the Department of State of Florida on June 17, 2003.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

The Corporation does not have any members. Therefore, these Articles of Amendment to Articles of Incorporation were duly adopted by the Directors of the Corporation on July 31, 2003.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of August 2nd, 2003.

Close the Gap, Inc.

By: Fredrick D. Spence, Sr.
Fredrick D. Spence, Sr., Director