

N03000005208

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000312926 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : SHUTTS & BOWEN LLP OPERATING ACCOUNT
Account Number : I20030000037
Phone : (561) 835-8500
Fax Number : (561) 650-8530

RECEIVED
03 NOV -7 PM 3:20
DIVISION OF CORPORATIONS

BASIC AMENDMENT
MADISON AVENUE FOR KIDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

FILED
03 NOV -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV-07-2003 FRI 02:50 PM SHUTTS BOWEN LLP FAX NO. 561 850 8530
Department of State 11/7/2003 1:30 PAGE 1/1 RightFAX

P. 02/09



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 7, 2003

MADISON AVENUE FOR KIDS, INC.
13153 S.W. 25TH PLACE
DAVIE, FL 33325

SUBJECT: MADISON AVENUE FOR KIDS, INC.
REF: N03000005208

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Non-profit corporations are filed under 617, Florida Statutes, please correct the statutenumber on page 6 of the document.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000312926
Letter Number: 903A00060913

NOV-07-2003 FRI 02:50 PM SHUTTS BOWEN LLP

FAX NO. 501 650 8530

P. 03/09

((H03000312926 3)))

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF

MADISON AVENUE FOR KIDS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

FILED
03 NOV -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1006, Florida Statutes, the Vice-President of MADISON AVENUE FOR KIDS, INC., a Florida Corporation Not-For-Profit (the "Corporation"), organized and existing under the Florida Business Corporation Act, does hereby certify as follows:

1. The Articles of Incorporation shall be amended and restated to read as follows:

ARTICLE I

NAME

The name of the Corporation is **MADISON AVENUE FOR KIDS, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 13153 S.W. 25th Place, Davie, FL.

((H03000312926 3)))

(((H03000312926 3)))

ARTICLE IV**PURPOSE**

The Corporation is organized for the purpose of providing educational scholarships to underprivileged youth, and to accomplish any other "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V**NO MEMBERS**

The Corporation shall not have Members.

ARTICLE VI**NO DISTRIBUTION OF PROFITS**

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, or other private person, 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 II hereof. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the

(((H03000312926 3)))

Corporation of whatever kind or nature, shall be used and distributed exclusively for one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE VII

PROHIBITION AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted to the promulgation 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(a) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Keith A. James, Esq.

(((H03000312926 3)))

(((H03000312926 3)))

ARTICLE IX**BOARD OF DIRECTORS**

The Corporation shall have seven (7) directors to hold office until the first annual meeting of members and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name:</u>	<u>Address:</u>
1. Samuel Madison	13153 S.W. 25th Place Davie, FL 33325
2. Saskia Madison	13153 S.W. 25th Place Davie, FL 33325
3. Cleve Warren	10543 Arrowhead Court Jacksonville, FL 32257
4. Shakira Williams	275 John Knox Road, #C202 Tallahassee, FL 32303
5. Quinton Taylor	1831 N.W. 135 th Street Miami, FL 33167
6. Cathy Iezza	430 Golden Isles Dr., #703 Hallandale Beach, FL 33009
7. Angela Peters	4783 S.W. 14 th Street Deerfield Beach, FL 33442

ARTICLE X**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the

(((H03000312926 3)))

Corporation shall go and be distributed to such non-profit charitable corporation(s), or municipal corporation(s), as may be selected by the board of directors of the Corporation so that the business, property and assets of the Corporation shall then be used for, and devoted to, one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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. Under no circumstances shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XI

BYLAWS

The Bylaws of this Corporation may be adopted, altered or rescinded by majority vote of the Directors. The Bylaws may contain any provisions for the regulation and management of the affairs for the Corporation not inconsistent with law or the Articles of Incorporation.

(((H03000312926 3)))

((H03000312926 3))

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator is as follows:

Name:

Address:

KEITH A. JAMES, ESQ.


250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33409

2. The above-described amendment was adopted by a majority the Board of Directors of the Corporation pursuant to an Action by Consent in Writing, dated November 6, 2003, as required by the provisions of Section 617.1002, Florida Statutes. The Corporation does not have members.

4. The effective date of the amendment will be the date upon which the Articles of Amendment are filed.

IN WITNESS WHEREOF, the undersigned affirms that these Articles of Amendment are the act and deed of the Corporation, and that the statements made herein are true and correct under penalties of perjury this 6th day of November, 2003.

MADISON AVENUE FOR KIDS, INC.

By 
Saskia Madison, Vice-President

((H03000312926 3))

NOV-07-2003 FRI 02:52 PM SHUTTS BOWEN LLP

FAX NO. 561 850 8530

P. 09/09

((H03000312926 3)))


STATE OF FLORIDA)

COUNT OF BROWARD)

The foregoing Articles of Amendment were acknowledged before me on this 06
day of NOVEMBER, 2003, by SASKIA MADISON, who is _____ personally known
to me; or X has produced the following identification: DRIVER LIC M328-799-72 788-0



Jose Villalba
Commission #DD159276
Expires: Oct 17, 2006
Bonded Through
Atlantic Bonding Co., Inc.



Notary Public, State of Florida
Print Name: JOSE VILLALBA
Commission Number: DD159276
My Commission Expires: OCT 17, 2006