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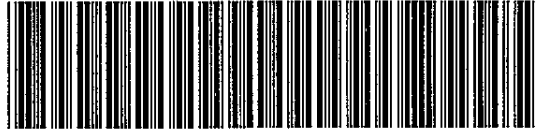
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*called Janet MARVIN 3/10
OK to ADD DATE of ADOPTION - 2/9
* ADOPTION - by directors
CRB 3/10*

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04 MAR -4 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ANEND
CRB
3/10*



Clearwater High School
Project Graduation, Inc.
540 S. Hercules Ave.
Clearwater, FL 33764

March 2, 2004

Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

Amendment Section:

Please find enclosed our amended articles of incorporation for filing. Also, a check for \$43.75 to cover the \$35.00 cost of the amendment, and the \$8.75 cost to receive a certified copy of the amended articles.

If you should have any questions or need any further information, please call or e-mail me.

When completed, please mail to:

*Clearwater High School Project Graduation Inc.
540 S. Hercules Ave.
Clearwater, FL 33764
Attn: Janet Marvin*

Thank you,

Janet Marvin

(727) 535-9126

JLMarvin2000@aol.com

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04 MAR -4 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation. The amended Articles were adopted by the directors on February 9, 2004. Vote of the membership was not required.

1. Name. The name of the corporation is Clearwater High School Project Graduation, Inc.
2. Principal Office/Mailing Address. The principal office of the corporation is Clearwater High School, Project Graduation, 540 South Hercules Avenue, Clearwater, FL, 33764. The mailing address is the same.
3. Commencement of Existence. The existence of the corporation will commence on the date of filing of these Articles of Incorporation.
4. Purpose. The corporation is organized to plan and implement a drug and alcohol free activity held in a safe environment for Clearwater High School graduates that are eligible to walk at graduation.
5. Not-for-Profit. This corporation shall be not-for-profit, is organized, and shall act under the applicable laws of the State of Florida governing such corporation.
6. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is:

Richard La Belle
3446 Lake Drive
Dunedin, FL 34698

7. Incorporator. The name and address of each Incorporator is:

Richard La Belle
3446 Lake Drive
Dunedin, FL 34698

8. Initial Board of Directors. The corporation shall have six directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The names and street addresses of the initial directors are:

Terry Schmidt
1408 Douglas Drive
Clearwater, FL 33756

Douglas Schank
2024 Diplomat Drive
Clearwater, FL 33764

Sherri McKinley
113 North Maywood Avenue
Clearwater, FL 33765

Janet Marvin
2505 Weymouth Drive
Clearwater, FL 33764

Gina Hawkins
928 Narcissus
Clearwater, FL 33764

Margo Walbolt
2099 Burnice Drive
Clearwater, FL 33764

The above directors shall serve until their resignation or until their replacements are selected in accordance with the procedures set forth in the Bylaws governing selection and service of directors.

9. Bylaws. The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

10. This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code. Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

11. Amendments. The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 2 day of March, 2004.

Janet L. Marvin

Print Name: Janet Marvin

Title: Vice President / Director

STATE OF FLORIDA))

))

COUNTY OF PINELLAS))

Sworn to and subscribed before me this 2 day of March, 2004, by
Janet L. MARVIN, as VICE PRESIDENT of Clearwater High School Project Graduation,
Inc.

Bonita E. Martin

Notary Public, State of Florida

Personally known ✓ or produced identification _____

Type of identification produced _____



Bonita E. Martin
MY COMMISSION # CC998633 EXPIRES
February 4, 2005
BONDED THRU TROY FAIR INSURANCE, INC.