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Amend
a
DGS
5/31

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Free to Be Me, Inc

DOCUMENT NUMBER: NO400000 3889

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

★ An overnite self-addressed envelope is included.

Anita Gail Choice
(Name of Contact Person)

Free to Be Me, Inc
(Firm/ Company)

872 Edgeforest Terrace
(Address)

Sanford FL 32771
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Gail Choice at (407) 687-7185
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Articles of Amendment
to
Articles of Incorporation
of

Free to Be Me Inc

(Name of corporation as currently filed with the Florida Dept. of State)

NO 4000003889

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Addition of Articles Titled: VI - Director Conflicts
of Interest and VII - Disposition of Assets Upon
Dissolution

Revision of Articles III and IV

(See Attached) III Specific Purpose, IV - Manner
Directors are elected or appointed is:

These additions and revisions are attached on
a separate sheet(s)

Amended Article III Specific Purpose for Organization

Section 1-Free to Be Me, Inc. is organized exclusively for charitable, scientific, and educational purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code and more specifically for the following purpose: To provide specialized, intergenerational, educational, and social services to parents, children and senior citizens in the Central Florida Area

Section 2-No substantial part of the activities of Free to Be Me, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Free to Be Me, Inc shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigning on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on (a) any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3-No part of the net earnings of Free to Be Me, Inc shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Free to Be Me, Inc authorizes and empowers to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause

Amended Article IV Directors

Section 1 -Manner of Directors Elected or Appointed

The manner in which directors are elected or appointed is elected.

Section 2- Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the officers and committees. The board shall have up to 12, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Newly added Article VI- Director Conflicts of Interest

Section 1-Conflicts: No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship of interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or

transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.
- (d) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Newly Added- Article VII- Disposition of Assets upon Dissolution

Section 1-Plan of Distribution: Upon dissolution, a plan of distribution of assets must be adopted at a meeting of the board of directors by a majority vote of the directors then in office. The plan of distribution of assets must provide that:

- (a) all liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made thereof;
- (b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
- (c) Assets received and held by Free to Be Me, Inc subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 purposes, but not held upon a condition requiring return, transfer, or more domestic or foreign corporations, trusts, societies, or organization engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;
- (d) Any remaining assets to be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, that have an exempt purpose, such as charitable, religious, educational, and/or scientific purpose.
- (e) A copy of the plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of voting set out in Section 1 must be filed with the Department of the State.

The date of adoption of the amendment(s) was: 5/23/05

Effective date if applicable: 5/24/05
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 25th day of May, 2015

Signature Anita Carl Choice
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Anita Carl Choice
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35