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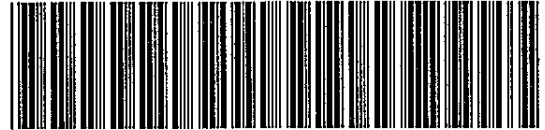
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida

AUG 01 2005

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Kim's Place, Inc

DOCUMENT NUMBER: NOS00000 1589

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

Please return all correspondence concerning this matter to the following:

James Smoak
(Name of Contact Person)

Kim's Place, Inc.
(Firm/ Company)

5546 Rainey Ave.
(Address)

Orange Park, FL 32065
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Tammy Horn at (904) 226-8403
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
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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

Kim's Place, Inc.

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

N05D000001589

(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)**

See attached - all articles
being changed.

**AMENDED ARTICLES OF INCORPORATION
OF
Kim's Place, Inc.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I

NAME OF CORPORATION: The name of the corporation is:

Kim's Place, Inc.

Article II

PRINCIPAL OFFICE: The principal office of the corporation is located at: 5565 Rainey Ave, Orange Park Fl 32065.

MAILING ADDRESS: The mailing address of the corporation is: 5565 Rainey Ave, Orange Park Fl 32065.

Article III

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide supportive services for individuals with developmental disabilities to include, but not limited to family oriented residential services, supportive services and education to the clients and their families. The purpose of providing these services is to decrease homelessness, discrimination and provide safety and security to individuals with developmental disabilities as they age
2. To lessen the burdens of government, eliminate prejudice, eliminate discrimination, and partner with local community human service agencies, churches/synagogues, schools, benevolent organizations, hospitals, businesses, and institutions or member service providers among others, to identify specific needs of the disadvantaged and low-income, and to nominate clients who are candidates for economic support. Kim's Place is a community out-reach corporation established to help individuals and families obtain professional services to meet social needs. Requirements will be prioritized based on community needs and available resources. Kim's Place, Inc. is an organization to help people regain control of their lives. This initiative is designed to improve the quality of life for those in need.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings

of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these 9 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes, to one or more organizations recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code to be used exclusively for charitable and educational purposes, or to a state or

local government, for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

BOARD OF DIRECTORS: The management of the corporation shall be vested in a Board of Directors. The number of persons constituting the Board shall be fixed by the Bylaws to be adopted at the first meeting of the Board of Directors, and may be altered by amending the Bylaws. The Bylaws shall also fix the term of the office and qualifications of the Board members. The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws.

Article V

ADMENDMENTS: These Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors at any meeting, provided that notice of the proposed amendment shall have been given and the notice supplied to the Directors of such meeting.

Article VI

REGISTERED AGENT: The name of the registered agent of the corporation is:

James M. Smoak, Jr.
5546 Rainey Ave.
Orange Park, Fl 32065.

Article VII

INCORPORATORS: The name and address of the incorporator is:

James M. Smoak, Jr.
5546 Rainey Ave.
Orange Park, Fl 32065.

Article VIII

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**Article IX
EXECUTION**

These Amended Articles of Incorporation are hereby executed by the incorporator on this
16th day of May, 2005



James M. Smoak, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared James M. Smoak, Jr. who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent

of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of May, 2005.

Debora G. Huston
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

DEBORA G. HUSTON
Notary Public, State of Florida
My comm. exp. Aug. 30, 2008
Comm. No. DD 351269

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Kim's Place, Inc., a Florida not for profit corporation.

James M. Smoak, Jr.
James M. Smoak, Jr.

5/19/05
Date

The date of adoption of the amendment(s) was: 5/19/05

Effective date if applicable: 5/19/05
(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 6 day of 1, 2005.

Signature



(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.)

Tammy Horn

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE: \$35