

N05000004777

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Goulette MAY 02 2008

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Bridge OF HOPE OF MANATEE COUNTY ,INC.

DOCUMENT NUMBER: N05000004777

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

Please return all correspondence concerning this matter to the following:

Betty J. Jones

(Name of Contact Person)

BRIDGE OF HOPE OF MANATEE COUNTY , INC.

(Firm/ Company)

1108 29th STREET EAST

(Address)

Palmetto, Florida 34221

(City/ State and Zip Code)

For further information concerning this matter, please call:

Betty J. Jones

(Name of Contact Person)

at (**941**) **729- 3492**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

BRIDGE OF HOPE OF MANATEE COUNTY, INC.

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

N05000004777

(Document number of corporation (if known))

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 ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF BRIDGE OF HOPE OF MANATEE
COUNTY, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BRIDGE OF HOPE MANATEE COUNTY, INC.

1. **"Article IV - Manner of Election of Directors"** is hereby deleted and replaced with the following:

"Article IV - Board of Directors: Management of Corporate Affairs"

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be seven (7), provided, however, that such number may be increased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of four (4) years, at which time an election of Directors shall be held in accordance with the directives of the Bylaws. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of four (4) years until the next meeting for the election of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held as set forth in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority."

2. A new Article VIII is hereby created to read as follows:

"Article VIII - Membership"

This Corporation shall initially have no class of members. The Board of Directors shall have the authority by amendment to the bylaws to create one or more classes of voting or non-voting members with such rights and qualifications as said Board shall so determine."

3. A new Article IX is hereby created to read as follows:

"Article IX - Amendment of Bylaws"

The initial bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a two-thirds vote of the members of the Board of Directors."

4. A new Article X is hereby created to read as follows:

"Article X - Amendment of Articles"

Amendments to these Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors."

5. A new Article XI is hereby created to read as follows:

"Article XI - Private Foundation"

Should the Corporation be classified as a private foundation under Section 509 of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax laws), the following provisions apply:

- A. The Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax laws.*
- B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax laws.*
- C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future tax laws.*
- D. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax laws.*
- E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax laws."*

DATE OF ADOPTION: The date of adoption of these amendments was ____ day of _____, 2008.

VOTE ON AMENDMENTS: These amendments were adopted by a unanimous vote of the Board of Directors.

NO MEMBERS: There are no members entitled to vote on these amendments.

CERTIFICATION

I, **Betty J. Jones**, President of the Board of Directors, hereby certify that these Amendments to the Articles of Incorporation of Bridge of Hope of Manatee County, Inc. are duly adopted by the Board of Directors of the corporation at its meeting on 20 day of February 2008 at which a quorum was present and voting throughout.


Betty J. Jones, PRESIDENT

I, **Patricia Mitchell**, Secretary of the Bridge of Hope of Manatee County, Inc., hereby certify that these Amendments to the Articles of Incorporation of Bridge of Hope of Manatee County, Inc. are duly adopted by the Board of Directors of the corporation at its meeting on 20 day of February 2008 at which a quorum was present and voting throughout.


, SECRETARY

The date of adoption of the amendment(s) was: February 20, 2008
Effective date if applicable: February 20, 2008
(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.

Signature

Betty J. Jones

(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.)

BETTY J. JONES

(Typed or printed name of person signing)

PRESIDENT, DIRECTOR

(Title of person signing)

FILING FEE: \$35