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TALLAHASSEE, FLORIDA

Amendment
06/18/09
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bay County Alzheimer's Alliance, Inc.

DOCUMENT NUMBER: 105000004837

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

Please return all correspondence concerning this matter to the following:

Jason White

(Name of Contact Person)

Registered Agent of Bay County Alzheimer's Alliance, Inc

(Firm/ Company)

P.O. Box 16345

(Address)

Panama City, FL 32406

(City/ State and Zip Code)

jwelderlaw@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jason White

(Name of Contact Person)

at (850) 784-0809

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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 32301

FILED
09 JUN 12 PM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Bay County Alzheimer's Alliance, Inc.

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

005000004837

(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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here: *See attached*
(attach additional sheets, if necessary). (Be specific)

Article 1- Name- expanding
Article 2- Location - changing to current address
Article 3- Purpose - expanding
Article 4- Manner of Election - changing to Stock
Article 5- Initial Directors- no change
Article 6- Initial Registered Agent- changing to Duration
Article 7- Incorporator - changing to Self Dealings
Article 8- adding Membership
Article 9- adding Board of Directors
Article 10 - adding Board of Directors Duties
Article 11 - adding Property and Profits
Article 12 - adding Distribution upon Dissolution
Article 13- adding Limited Liability of Directors and Officers
Article 14 - adding Indemnification
Article 15 - reflects current Registered Agent

The date of each amendment(s) adoption: all approved on May 13, 2009

Effective date if applicable: effective date - May 13, 2009
(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/9/09

Signature Jason White
(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)

Jason White
(Typed or printed name of person signing)

President & Registered Agent
(Title of person signing)

AMENDED
ARTICLES OF INCORPORATION
of
Bay County Alzheimer's Alliance, Inc.

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not-for-profit, under Chapter 617, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation is Bay County Alzheimer's Alliance, Inc. and the location shall be located within the State of Florida, at such place the Board of Directors shall designate. The corporation may maintain additional offices as the Board of Directors may designate. The corporation shall continuously maintain within the State of Florida a registered office at such place as may be designated by the Board of Directors.

ARTICLE II - LOCATION

The mailing address of the Bay County Alzheimer's Alliance, Inc. is:
P. O. Box 16345, Panama City, Florida 32406.

ARTICLE III – PURPOSE

- A. The specific and primary purposes for which this corporation is formed is to operate for purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, Florida Statutes, Chapter 617 and 196, and Article VII, Section 3 of the Florida Constitution, and to secure and distribute contributions from individuals, corporations, organizations, governmental entities, and foundations to promote charity and educational purposes.
- B. The general purposes and powers are to have and to exercise all rights and powers conferred on not-for-profit corporations under the laws of Florida, including the power to contract, rent, buy, sell personal or real property.
- C. The primary purposes of this corporation is to
- provide assistance and mutual support to families in the Bay County, Florida and the surrounding area experiencing the problems associated with Alzheimer's disease and the related degenerative brain disorders
 - promote Alzheimer's education for the community and medical professionals
 - promote and aid research into the cause, prevention and possible treatment of the Alzheimer's disease

ARTICLE IV – STOCK

The corporation is organized under a non-stock basis.

ARTICLE V - INCORPORATORS

The initial directors of the incorporators on May 5, 2005 are:

Title: President
Lee Harrell
2420 Lisenby Ave.
Panama City, FL 32405

Title: Vice President
Jason White
P. O. Box 16669
Panama City, FL 32406

Title: Secretary
Frank Martin
201 E. 19th Street
Panama City, FL 32405

Title: Treasurer
Jamie Hartman
P. O. Box 889
Chipley, FL 32428

Title: Registered Agent
Lee Harrell
2420 Lisenby Ave.
Panama City, FL 32405

ARTICLE VI - DURATION

The period of duration is perpetual unless dissolved according to law.

ARTICLE VII – SELF-DEALINGS

The corporation is organized and operated exclusively for the purposes set forth in Article III herein.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code of 1986, as amended. The corporation shall not retain any excess business holdings as defined in the Internal Revenue Code of 1986, as amended.

ARTICLE VIII - MEMBERSHIP

The corporation shall have no members, consequently it shall have no classes of membership, nor voting right of members.

ARTICLE IX – BOARD OF DIRECTORS

The Board of Directors of this organization shall consist of not less than five (5) and not more than twenty (20) members.

ARTICLE X – BOARD OF DIRECTORS DUTIES

The provisions contained in the corporation's bylaws shall govern the internal affairs of the corporation. Upon dissolution of the corporation, any assets remaining after all corporate liabilities and obligations have been paid or discharged or adequate provisions made therefore shall be distributed in accordance with a plan of distribution adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office, provided that the plan of distribution is in accordance with Section 617.1406, Florida Statutes, as amended from time to time.

ARTICLE XI – PROPERTY AND PROFITS

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any 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 purpose or purposes set forth in Article III herein.

ARTICLE XII – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes(s) 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 a public purpose.

ARTICLE XIII – LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

ARTICLE XIV – INDEMNIFICATION

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. Any person (and the heirs, executors, or administrators of such person) made or threatened to be made a party to any action, suite of 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 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 proceedings that such director or officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or office (or such heirs, executors, or administrators) may be entitled apart from the Article.

ARTICLE XV – REGISTERED AGENT

The name and Florida street address of the register agent is:

Jason White
516 McKenzie Ave.
Panama City, FL 32401

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Bay County Alzheimer's Alliance, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, appoints Jason White as its agent to accept service of process within this State. The street address for the Registered Agent is:
516 McKenzie Ave., Panama City, FL 32401

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jason White
Registered Agent
516 McKenzie Ave.
Panama City, FL 32401

Adopted: May 5, 2005
Revised: May 13, 2009