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CLERK OF STATE
ALACHUA COUNTY, FLORIDA

11/8/05
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Walton Cares Inc.

DOCUMENT NUMBER: N05000010411

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

Please return all correspondence concerning this matter to the following:

Ryan Mynard Esquire
(Name of Contact Person)

Timothy Hilley, Attorney at Law, LLC
(Firm/ Company)

1031 U.S. Highway 90 West, Suite 3
(Address)

DeFuniak Springs, FL 32433
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ryan Mynard at (850) 951-2405
(Name of Contact Person) (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
WALTON CARES INC.**

FILED

05 NOV -7 AM 11:43

DOCUMENT NUMBER OF CORPORATION: N05000010411
CLERK OF STATE
TALLAHASSEE, FLORIDA

This Florida Not For Profit Corporation, pursuant to the provisions of Florida Statutes Section 617.1006, Florida Statutes Chapter 617 and Section 501 (c)(3) of the Internal Revenue Code (26 U.S.C. § 501 (c)(3)), hereby executes, sets forth and adopts the following amendments to its Articles of Incorporation of Walton Cares Inc.:

**ARTICLE I
NAME**

The name of the corporation shall be Walton Cares Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 267 Highway 90 East, DeFuniak Springs, Florida 32433.

The mailing address of this corporation shall be Post Office Box 217, DeFuniak Springs, Florida 32435.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes, including, for such charitable 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 the corresponding section of any future tax code. The mission of this not for profit corporation is to specifically designed to assist any person displaced or disadvantaged by catastrophic or unplanned event(s) in sustaining their quality of life, assisting in access to benefits, in the obtaining of food, shelter and clothing, in locating family members, and to nurture all who seek our assistance to the fullest extent possible.

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

Furthermore, no substantial part of the activities of this corporation shall consist of lobbying or propaganda; or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this nonprofit corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV MANNER OF ELECTION

The method and condition on which directors and/or officers shall be chosen and removed for this corporation shall be held according to the terms and conditions set for in this corporation's bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The management of this corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors of this nonprofit corporation is four. The number of directors may be increased or decreased in accordance with the bylaws, but shall never be less than three. The initial directors of this corporation are:

| <u>OFFICE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--------------------|---|
| President | Kathryn E. Bonner | 515 College Avenue DeFuniak Springs, Florida 32435 |
| Vice President | Carol A. Williams | 5952 County Highway 280 East DeFuniak Springs, Florida 32435 |
| Secretary | Brigette C. Gordon | 4266 Bob Sikes Road DeFuniak Springs, Florida 32435 |
| Treasurer | Betty J. Walters | Post Office Box 1023 DeFuniak Springs, Florida 32435 |

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Kathryn E. Bonner, 267 Highway 90 East, DeFuniak Springs, Florida 32433.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is Kathryn E. Bonner, 267 Highway 90 East, DeFuniak Springs, Florida 32433.

ARTICLE VIII DISTRIBUTION OF ASSETS, INCOME AND PROPERTY ON DISSOLUTION

Upon the dissolution of this corporation, its assets, net income and property shall be distributed for one or more exempt purpose(s) within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, any assets, net income or property shall be distributed into a scholarship fund at Florida State University under the name of Mary F. Bonner Health Scholarship for the purpose of providing tuition assistance to needy students from the Florida Panhandle who are majoring in Nursing, Health Education or other medical career field. In the event that the total assets, net income or property present upon dissolution of this organization are valued at less than \$25,000.00, such assets are to be distributed to the First United Methodist Church of DeFuniak Springs, Florida for use by the United Methodist Women's organization within that congregation.

ARTICLE IX NOT FOR PROFIT

This corporation is a nonprofit corporation under Florida Statutes, Chapter 617. This corporation is not formed for pecuniary profit. No part of the assets, net income or property of the corporation is distributable to or for the benefit of its directors, members or officers.

ARTICLE X COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE XI AUTHORIZATION

This corporation is authorized under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, and Section 501 (c)(3) of the Internal Revenue Code.

**ARTICLE XII
DEDICATION OF ASSETS**

The property and assets of this corporation is irrevocably dedicated to the charitable and educational purposes stated in Article III.

**ARTICLE XIII
LIMITATION ON THE USE OF CORPORATE ASSETS, INCOME AND PROPERTY**

No part of the assets, net income or property of this corporation shall ever inure to the benefit of any director, member or officer of this corporation or to the benefit of any private person.

**ARTICLE XIV
NONSTOCK CORPORATION**

This corporation is a nonstock corporation, and no dividends or pecuniary profits will be declared or paid to the members of this corporation.

**ARTICLE XV
MEMBERSHIP REQUIREMENTS**

The method and condition on which members shall be accepted and discharged or expelled are set forth in the bylaws of this corporation.

**ARTICLE XVI
INDEMNIFICATION FROM LIABILITY**

The agents, employees, directors, members and officers of this corporation shall be indemnified from liability in accordance with Florida Statutes, Chapter 617, for this corporation's acts, debts, liabilities and obligations.

**ARTICLE XVII
AUTHORITY TO COMPENSATE**

This corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

**ARTICLE XVIII
AUTHORITY TO EMPLOY**

This corporation shall be authorized to employ persons as necessary in the furtherance of the purposes set forth in Article III.

**ARTICLE XIX
BYLAWS**


Proposed changes to the bylaws of this corporation may be brought about in accordance with Florida Statutes, Chapter 617, and the bylaws of this corporation.

**ARTICLE XX
AMENDMENTS**

These articles of incorporation may be amended, corrected or repealed in accordance with Florida Statutes, Chapter 617.

Acceptance of Registered Agent


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kathryn E. Bonner
Registered Agent

2 NOV 05
Date

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on this the ____ day of _____, 2005.



Kathryn E. Bonner
Incorporator

2 NOV 05
Date

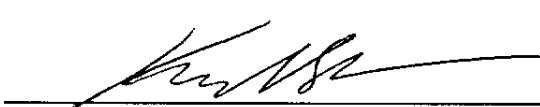
The date of adoption of the amendment(s) was: October 31, 2005

Effective date if applicable: October 31, 2005
(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


(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.)

KATHRYN E. BONNER
(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35