

N05000010453

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300112421843

11/19/07--01082--002 \*\*43.75

FILED

07 NOV 19 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
11-19-07  
+ cc OK

11-27

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** K.I.D.S. Foundation, Inc.

**DOCUMENT NUMBER:** N05000010453

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

Please return all correspondence concerning this matter to the following:

Kecia Richardson

(Name of Contact Person)

K.I.D.S. Foundation, Inc.

(Firm/ Company)

4315 El Prado Blvd.

(Address)

Tampa, FL 33629

(City/ State and Zip Code)

For further information concerning this matter, please call:

Kecia Richardson

(Name of Contact Person)

at ( 813 ) 831-8580

(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 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

K.I.D.S. Foundation, Inc.

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

N05000010453

(Document number of corporation (if known))

**FILED**  
07 NOV 19 PM 3:05  
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)**

Article II: Principal Office - Delete 4510 W. Sevilla, Tampa, FL 33629

Add: 4315 El Prado Blvd., Tampa, FL 33629

Article V: Initial Directors and/or Officers -

Delete - V.P. - Cynthia Jones - 4548 Strangeford Ave. Charlotte, NC 28215

Add - V.P. - Josh St. Aubin - 10940 Brighton Court, New Port Richey, FL 34654

Add - Sec. - Carole Segar - 4800 South Westshore Blvd. Apt. 1016 Tampa, FL 33611

Add - V.P. - Gary Segar - 4800 South Westshore Blvd. Apt. 1016 Tampa, FL 33611

Add: -Article VIII: Fiscal Year - The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December of each year.

(See attached for Additional Articles to be added)

(Attach additional pages if necessary)  
(continued)

FILED  
07 NOV 19 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ADD: ARTICLE IX. INDEMNIFICATION**

**9.01. When Indemnification is Required, Permitted, and Prohibited.**

- (a) The Corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article,
- (b) an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudicated liable by a court of competent jurisdiction and all appeals have been exhausted.

The termination of a proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

- (c) The Corporation shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(a), above.

**Attachment**  
**Articles of Amendment**  
**to Articles of Incorporation**  
**K.I.D.S. Foundation, Inc.**  
**N05000010453**  
**Page 2 of 4**

- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted *by the* bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct

If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

**9.02 Procedures Relating to Indemnification Payments.**

- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall have specifically determined that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
  - (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
  - (iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

**Attachment  
Articles of Amendment  
to Articles of Incorporation  
K.I.D.S. Foundation, Inc.  
N05000010453  
Page 3 of 4**

- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02(a)(i), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined *that the* person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

**ADD: ARTICLE X. DISSOLUTION CLAUSE**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusive for the welfare of children purposes as shall at time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue of 1986 (or corresponding provisions of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not to be disposed of shall be disposed of by the Court of Common Please of the country in which the principal office of the corporation is then located; exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ADD: ARTICLE XI. NON PROFIT STATUS**

No part of the net earnings of the organization shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an 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.

**ADD: ARTICLE XII. POWERS**

**Section 1.** In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property, as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.

**Section 2.** The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida State Chapter 617, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

The date of adoption of the amendment(s) was: 11/14/07

Effective date if applicable: \_\_\_\_\_  
(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 Kecia Richardson  
(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.)

Kecia Richardson  
(Typed or printed name of person signing)

Chairperson/President  
(Title of person signing)

**FILING FEE: \$35**