

N 0600000 5457

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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Jesula Georges

AUTHORIZATION TO FILE

ISSUED

DATE

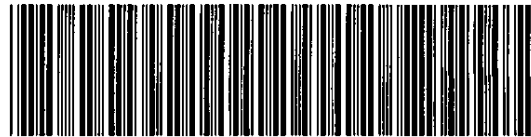
FOR EXAM

Dated Adoption

10/9/07

Donnell

Office Use Only



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09/28/07--01038--004 **35.00

FILED
07 SEP 28 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

10/09/07

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Assist to Grow, Inc.

DOCUMENT NUMBER: N06000005457

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

Please return all correspondence concerning this matter to the following:

Jesula Georges

(Name of Contact Person)

Assist to Grow, Inc.

(Firm/ Company)

233A West Avenue A

(Address)

Belle Glade, FL 33430

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jesula Georges

(Name of Contact Person)

at (561)

267-3935

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee ☐ \$43.75 Filing Fee &
Fee Certificate of Status

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

☐ \$52.50 Filing
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

Assist to Grow, Inc.

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

N060000054657

(Document number of corporation (if known))

FILED
07 SEP 28 PM 1:52
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 I – Name - Amended

The name of the corporation shall be Assist to Grow, Inc.

Article II - DURATION - Added

The existence of the Corporation is perpetual. Corporate existence will commence on the date of the acceptance of these Articles of incorporation by the Florida Division of Corporations, Department of State.

Article III - LOCATION / MAILING ADDRESS – Amended (Old Article II)

The primary street address of the Corporation shall be:

233A West Avenue "A"
Belle Glade, FL 33430

The primary mailing address for the Corporation shall be:

237 North Ware Drive
West Palm Beach, FL 33409-3857

Article IV - CORPORATE PURPOSE – Amended (Old Article III)

This corporation is organized exclusively for charitable, educational and religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including:

1. To promote increased literacy and link our learners and their families to resources necessary to enhance their lives.
2. To raise the economic, educational and social levels of the residents of The Glades Area of Palm Beach County, Florida (Belle Glade, Pahokee and South Bay, FL). Including those who are substantially unemployed, underemployed, the poor and working poor;

3. To foster and promote community-wide interest and concern for the problems of said residents to the end that educational and economic opportunities may be expanded; sickness, poverty and crime may be lessened;
4. To reduce and eliminate racial and ethnic tensions, prejudice and discrimination; so that educational and economic disparities may be eliminated.
5. 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.

Article V - BOARD OF DIRECTORS - Amended (Old Article IV)

1. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, who operations in governing the corporation shall be defined by statute and by the corporation's bylaws.
2. The number of directors may be increased or decreased as provided for in the bylaws, but shall never be less than three (3) or more than seven (7).
3. The manner of nomination, election or appointment of the Board of Directors shall be stated in the bylaws.

Article VI – MEMBERS - New

The Corporation shall have no voting members.

Article VII – LIMITATIONS - New

1. EXCLUSIVITY

The Corporation is organized exclusively for charitable, educational and religious purposes.

2. CORPORATE PURPOSES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

3. NON PRIVATE INURNMENT

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4. LOBBYING AND POLITICAL CAMPAIGNS

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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.

Article VIII. INDEMNIFICATION - New

Any person (and the heirs, executors or administrators of such person) made or threatened to be made a party to any actions, suit or proceeding by reason of the fact that s/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/her (or by their 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/her 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. AMENDMENTS TO ARTICLES OF INCORPORATION - New

These Articles may be amended at an annual, regular or special meeting of the Board of Directors, or by written consent or written ballot, by the Directors entitled to vote on the amendment. Such members must approve the amendment by two-thirds (2/3) of the votes cast. The Corporation must give notice to its Directors of a meeting at which a vote will be taken to amend these Articles no fewer than thirty (30) days before the meeting date. The notice must state the purpose, or one of the purposes, for the meeting is to be consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the amendment is submitted to the members for approval by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

Article X – Registered Agent – Amended (Old Article V)

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

Paul J. Burkhart Esq.
800 Village Square Crossing, Suite 108
Palm Beach Gardens, FL 33410

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: Paul J Burkhart

Article XI – INCORPORATOR – Amended

Jesula Georges
237 North Ware Drive
Belle Glade, FL 33409-3857

Article XII – Initial Incorporators – Old Article VII - Amended

The Initial officer(s) and/or director(s) of the corporation is/are:

Title: P

Gloria T. Van Brocklin
2693 Barkley Dr. East #D
West Palm Beach, FL 33415

Title: VP

Patrick St. Hilaire
1300 13th Street
West Palm Beach, FL 33401

Title: Sec

Ann R. Georges
237 North Ware Drive
West Palm Beach, FL 33409

Article XIII – Effective Date – Old Article VIII - Amended

The effective date for this corporation shall be 05/19/2006.

The date of adoption of the amendment(s) was: 09/04/07

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

Jesula Georges

(By the chairman or vice chairman of the board, president or other officer- if directors have not been elected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jesula Georges

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

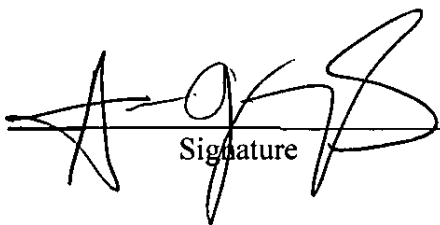
FILING FEE: \$35

Index of Additions and Amendments

Original	New
Article I	Article I – Name - (Amended)
	Article II – Duration - (New)
Article II	Article III - Location/ Mailing Address - (Amended)
Article III	Article IV – Corporate Purpose (Amended)
Article IV	Article V – Board of Directors (Amended)
	Article VI – Members (New)
	Article VII – Limitations (New)
	Article VIII – Indemnification (New)
	Article IX – Amendment to Articles of Incorporation (New)
Article V	Article X – Registered Agent (Amended – Article Number Only)
Article VI	Article XI – Incorporator (Amended – Article Number Only)
Article VII	Article XII – Initial Incorporators (Amended-Article Number Only)
Article VIII	Article XIII – Effective Date – (Amended – Article Number Only)

I, **Ann Georges**, am secretary of Assist to Grow, Inc. and approve the following actions as a board member.

1. Approve the amended Articles of Incorporation for submission by Jesula Georges, to the State of Florida, Department of State.
2. Approve the Bylaws of the Corporation to be submitted with the organization's 501(c)(3) application.
3. Approve the Conflict Resolution Policy and Statement to be submitted with the organization's 501(c)(3) application.

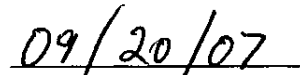

Signature

9-24-07
Date

I, **Patrick St. Hilaire**, am vice president of Assist to Grow, Inc. and approve the following actions as a board member.

1. Approve the amended Articles of Incorporation for submission by Jesula Georges, to the State of Florida, Department of State.
2. Approve the Bylaws of the Corporation to be submitted with the organization's 501(c)(3) application.
3. Approve the Conflict Resolution Policy and Statement to be submitted with the organization's 501(c)(3) application.


Signature


Date

I, **Gloria VanBrocklin**, am president of Assist to Grow, Inc. and approve the following actions as a board member.

1. Approve the amended Articles of Incorporation for submission by Jesula Georges, to the State of Florida, Department of State.
2. Approve the Bylaws of the Corporation to be submitted with the organization's 501(c)(3) application.
3. Approve the Conflict Resolution Policy and Statement to be submitted with the organization's 501(c)(3) application.

Gloria Van Brocklin
Signature

9-4-07
Date