

N06000009771

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(Business Entity Name)

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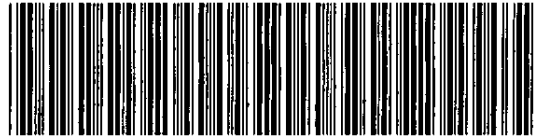
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08 SEP -9 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
09/15/08
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACTON UP WITH DOWNS, INC

DOCUMENT NUMBER: N06000009771

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

Please return all correspondence concerning this matter to the following:

JOHN N. PAPPANASTOS, ESQ.

(Name of Contact Person)

PAPPANASTOS LAW FIRM

(Firm/ Company)

128 TWILIGHT BAY DRIVE

(Address)

PANAMA CITY BEACH, FLORIDA 32407

(City/ State and Zip Code)

For further information concerning this matter, please call:

JOHN N. PAPPANASTOS

(Name of Contact Person)

at (850) 233.1024

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

ACTON UP WITH DOWNS, INC.

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

N06000009771

(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)**

AS ATTACHED

FILED
08 SEP -9 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FL 32304

The date of adoption of the amendment(s) was: JUNE 20, 2008

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 Joyce R. Long
(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.)

JOYCE R. LONG

(Typed or printed name of person signing)

PRESIDENT AND CHAIRPERSON OF BOARD OF DIRECTORS

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACTON UP WITH DOWNS, INC.**

Under the provisions of F.S. 617.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

"Article IV of the Articles of Incorporation is hereby amended to read as follows:

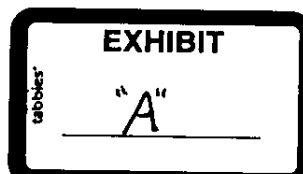
Article IV

Charitable Purposes

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) Exclusive Purpose. This Corporation is organized exclusively for charitable, health and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

(b) Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.



(c) Dissolution. Upon dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes all of the foregoing within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or 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."

(d) The further operational purposes for which the corporation is organized, provided they are not inconsistent with paragraphs (a) through (c) above of this Article III, are:

1. To provide information in Bay County hospitals for new families of Down Syndrome babies.
2. To provide welcome packets to new families moving into our area through the local chamber of commerce, schools, military installations, and state and local service providers' community wide.
3. To have quarterly meetings and provide child care for families to participate in a support group setting; to utilize the support group to give families and individuals an outlet to network with other families and individuals with Down Syndrome, host events for people with Down Syndrome, and stay aware of the changing needs of families and people with Down Syndrome in Bay County.
4. To provide information for transitioning families and individuals into the school system by training on IDEA (Individuals with Disabilities Education Act) and helping to strengthen partnerships between parents and teachers, therapist, school administrators, etc. who are involved with ensuring appropriate education of children with Down Syndrome in order for them to reach their potential at all stages of their lives; and, to provide workshops on how to develop effective IEP's and how to determine appropriate methods for children to meet parent's realistic short term and long term goals for their children.
5. To provide information for families and individuals exiting the school system on agencies which can help with job training and job placement.
6. To provide scholarships for families to attend educational and informative conferences, workshops, and seminars relating to issues pertinent to

awareness, avocation, acceptance, and inclusion(n of people with Down Syndrome, as well as, possible respite care for children so parents can attend.

7. *To bring informative and educational seminars into the Bay County Florida area to allow parents and professionals easier access to issues that would further awareness, avocation, acceptance, and inclusion of people with Down Syndrome.*

8. To become a central information point for families and individuals with Down Syndrome of all ages in Bay County, Florida

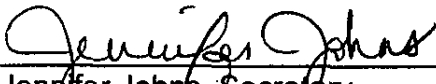
SECOND: Amendment adopted:

"Article XI of the Articles of Incorporation is hereby deleted in its entirety and Article XII is renumbered as new "Article XI".

The amendments were adopted by the board of directors. There are no members or members entitled to vote on the amendment.

Signed on June 30, 2008.

CERTIFIED BY:



Jennifer Johns, Secretary