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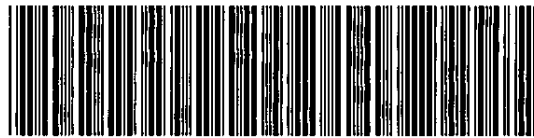
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAY 20 PM 2:25

Amend/cus
1a 5/30/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pioncianna Hoops Inc.

DOCUMENT NUMBER: ND7000006608

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

Please return all correspondence concerning this matter to the following:

Eileen Blackmon
(Name of Contact Person)

Pioncianna Hoops Inc.
(Firm/ Company)

3043 Rodrick Circle
(Address)

Orlando FL 32824
(City/ State and Zip Code)

blackmone@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eileen Blackmon at (321) 624-1768
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 11, 2010

EILEEN BLACKMON
POINCIANA HOOPS, INC.
3043 RODERICK CIRCLE
ORLANDO, FL 32824

SUBJECT: POINCIANA HOOPS, INC.
Ref. Number: N07000006608

We have received your document for POINCIANA HOOPS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Bylaws are not filed with this office. Please retain them for your records.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 510A00011853

RECEIVED
MAY 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Poinciana Hoops Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)
N0700000608
(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

10 MAY 20 PM 2:25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

(City)

Florida

(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

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

ALL ARTICLES are charged, Please
See Attached documents.

**AMENDED ~~Articles~~ OF
POINCIANA HOOPS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I - OFFICES

The principal office of the Corporation shall be established and maintained at 3043 Rodrick Circle, Orlando, FL 32824. The Corporation may also have offices at such places within or without the State of Florida as the Board of Directors may from time to time establish.

ARTICLE II - PURPOSES

This Corporation has been organized solely for charitable and education purposes. The Board of Directors of this corporation are authorized to define the scope and extent of these purposes of this corporation.

ARTICLE III - MEMBERSHIP

Initially, the membership of this corporation shall be limited to the board of directors. If, however, the board of directors determines that there is sufficient interest in the activities of the Corporation to merit taking members, then the following provisions of these by-laws shall apply:

3.01 **Qualification.** Membership in this Corporation is open to people from the local communities where this corporation operates within the state of Florida.

3.02 **Place of Meetings.** Meetings of members shall be held at the principal office of the Corporation or at such place within or without the State of Florida as the Board of Directors shall authorize.

3.03 **Annual Meetings.** The annual meeting of the members shall be held on the 20th day of January at 7 p.m. in each year; however, if such day falls on a Sunday or legal holiday, then on the next business day following at the same time. The Secretary shall cause to be mailed to every member in good standing at his or her address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the membership meeting.

3.04 **Special Meetings.** Special meetings of the members may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

3.05 **Fixing Record Date.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than forty (40) nor less than ten (10) days before any such meeting, nor more than forty (40) days prior to any other action.

3.06 **Voting and Quorum.** Every Member shall be entitled at each meeting and upon each proposal presented at each meeting to one vote. A majority shall constitute a quorum at any meeting.

3.07 **Proxies.** Every member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

3.08 **Order of Business.** At all meetings of members, the order of business shall be, as far as practical, as follows: (a) Organization; then (b) Proof of Notice of Meeting; then (c) Reading of list of members; then (d) Reading of minutes of the preceding meeting; then (e) Unfinished business; and then (f) New business.

3.09 **Membership Dues.** The membership dues of this Corporation shall be set by the Board of Directors each year. The Board shall have the power to raise or lower the dues and assess special assessments.

ARTICLE IV - DIRECTORS

4.01 **Board of Directors.** The affairs and business of the Corporation shall be managed and its corporate powers exercised by a board of at least three (3) directors, who shall be of full age, it shall not be necessary for a director to be a member. The Board of Directors shall hereinafter be referred to as the "Board".

4.02 **Election and Term of Directors.** If there are no members other than the board of directors, then at each annual meeting of the board of directors, the board shall elect directors to hold office until the next annual meeting. If there are members other than the board of directors, then at each annual meeting of members, the members shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal.

4.03 **Vacancies.** If the office of any director, member of a committee or other officer becomes vacant, or if the number of directors are increased, the remaining directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his or her successor shall be duly chosen.

4.04 **Removal of Directors.** Any or all of the directors may be removed with or without cause by vote of the members or by action of the Board.

4.05 **Newly Created Directorships.** The number of directors may be increased by amendment of these By-Laws by the vote of the members, or by a vote of a majority of all of the directors, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

4.06 **Resignation.** A director may resign at any time by giving written notice to the Board, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

4.07 **Quorum of Directors.** A majority of the directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

4.08 **Place and Time of Board Meetings.** The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of Florida as it may from time to time determine.

4.09 **Regular Annual Meetings.** A regular annual meeting of the Board shall be held immediately following the annual Meeting of members at the place of such annual meeting of members.

4.10 **Notice of Meetings of the Board.** Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

4.11 **Voting.** At every meeting of the directors each director shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such director and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each director of the Corporation shall be entitled to one (1) vote. Except as otherwise provided in these By-Laws, all elections shall be had and all questions decided by a majority vote of the directors present in person or by proxy.

4.12 **Executive and Other Committees.** The Board, by resolution, may designate two or more of their number to one or more committees, which, to the extent provided in said resolution or these By-Laws may exercise the powers of the Board in the management of the business of the Corporation.

ARTICLE V - OFFICERS

5.01 **Officers, Election and Term.** The Board may elect or appoint a chairman, a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties and powers as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of members and until their successors have been elected or appointed and qualified.

5.02 **Removal, Resignation, Etc.** (a) Any officer elected or appointed by the Board may be removed by the Board with or without cause; (b) Upon the death, resignation or removal of an officer, the

Board in its discretion may elect or appoint a successor to fill the unexpired term; (c) Any two or more offices may be held by the same person; (d) The salaries of all officers shall be fixed by the Board; (e) The directors may require any officer to give security for the faithful performance of his to her duties.

5.03 **Chairman of the Board.** The chairman of the board shall preside at all meetings of the Board and members and shall be the chief executive officer of the Corporation. He or she shall have the general powers and duties of supervision and management usually vested in the office of chief executive officer. The president shall be the acting Chairman of the Board by virtue of his office.

5.04 **President.** The president shall be the chief operating officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. He or she shall preside at meetings of the members and of the board, and shall have general supervision, direction and control of the business of the Corporation. He or she shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the secretary or the treasurer.

5.05 **Vice-President.** During the absence or disability of the president, the vice-president or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the Board shall prescribe.

5.06 **Secretary.** The secretary shall attend all meetings of the Board, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings or special meetings of the Board, keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the board, keep all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the board, or assigned to him or her by the president.

5.07 **Treasurer.** The treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board, disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements, render to the president and board at the regular meetings of the board, or whenever they require it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation, render a full financial report at the annual meeting of the directors if so requested, be furnished by all corporate officers and agents at his or her request with such reports and statements as he or she may require as to all financial transactions of the Corporation, and perform such other duties as are given to him or her by these By-Laws or as from time to time are assigned to him or her by the Board or the president.

5.08 **Sureties and Bonds.** In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including the responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

ARTICLE VI - CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "NON-PROFIT CORPORATE SEAL, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

ARTICLE VII - EXECUTION AND STORAGE OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers' agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board. All corporate records and copies thereof shall be considered the property of the Corporation and shall be maintained and stored at the corporate headquarters, 3043 Rodrick Circle, Orlando, FL 32824. No officer or board member shall be authorized to remove the originals or copies thereof from the above mentioned property.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX - NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known post office address, and such notice shall be deemed to have been given on the day of such mailing.

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Corporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE X - CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the Certificate of Incorporation, the Certificate of Incorporation shall govern.

ARTICLE XI - CLOSE CORPORATION

Any action of the members, directors or committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such

action at a meeting and filed with the secretary of the Corporation as part of the proceedings of the members, directors or committees as the case may be.

ARTICLE XII - AMENDMENTS

Except as otherwise provided Herein, the Articles of Incorporation and these By-Laws may be amended at any annual meeting of the members or directors or at any special meeting thereof if notice of the proposed amendment to be made be contained in the notice of such special meeting, by the majority vote of the full Board or by a majority of members present at such meeting, as the case may be. For purposes of this Article, term, "amendment" shall include the repeal of a provision.

ARTICLE XIII - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being a director of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a director. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him or her in connection with any claim or liability as to which it shall be adjudged that such director is liable to the extent permitted by law.

The rights accruing to any persons under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

Every member and every officer of the Corporation shall be indemnified by the Corporation against all expenses or liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a member or officer of the Corporation, whether or not he or she is a member or officer of the Corporation at the time such expenses or liabilities are incurred, except in such cases wherein such member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member or officer may be entitled.

ARTICLE XIV - RACIAL BIAS

This Corporation shall not adopt any policy which might be construed as a racially discriminatory policy. This Corporation, in the operation of its charitable purpose, shall perform services for any race. This Corporation shall not discriminate on the basis of race in the administration of its programs.

Agreed to and accepted on this 28 day of April, 2010 by the undersigned incorporator.

Virginia Arroyo
Secretary

Sheresa Caladra
Director

Eileen Blackburn
President

The date of each amendment(s) adoption: April 28, 2010
(date of adoption is required)
Effective date if applicable: April 28, 2010
(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 5/16/10

Signature Eileen Blackmon Pres.
(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)

Eileen Blackmon
(Typed or printed name of person signing)

President
(Title of person signing)