

No 7000008055

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

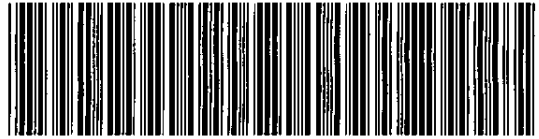
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100159875621

10/09/09--01017--003 **52.50

09 OCT - 8 PM 2:10

FILED
RECEIVED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

C

AMEND
ALB-8

To: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom it may concern
Please forgive me, I sent
Amendment paper work and
forgot to send the check.
Here is the check.

for Leartist Legacy Incorporation, Inc.
Document Number NO7000008055
1512 Brook Forest Dr
Jacksonville, FL 32208

God Bless You
and Jesus Loves You.

Mrs. Lisa A. Johnson

REC'D
2009 OCT -8 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: LeArtist Legacy Incorporation, Inc.

DOCUMENT NUMBER: N07000008055

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

Please return all correspondence concerning this matter to the following:

Lisa Hayes Johnson
(Name of Contact Person)

LeArtist Legacy Incorporation, Inc.
(Firm/ Company)

1512 Brook Forest Dr.
(Address)

Jacksonville, Fl. 32208
(City/ State and Zip Code)

lissojohnson37@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Hayes Johnson at (904) 768-3060
(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

RECEIVED
2009 OCT 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

LeArtist Legacy Incorporation, Inc.

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

N07000008055

(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:

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

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)

_____, Florida
(City) (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

09 OCT - 8 PM 2:10
RECEIVED
FLORIDA DEPT. OF STATE

(Attach additional sheets, if necessary)

The attached body of articles are being submitted as both amending and additions to the entire body of all previous articles of record for the within the named organization.

Articles of Incorporation—Corporation organized for charitable purposes.

Articles of Incorporation of LeArtist Legacy Incorporation, Inc., a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is LeArtist Legacy Incorporation.

Corporate Office and Mailing Address

The street address of the principal office of the Corporation shall be:

1512 Brook Forest Drive
Jacksonville, Florida 32208

The mailing address for the Corporation shall be:

1512 Brook Forest Drive
Jacksonville, Florida 32208

Article II

The corporation shall have perpetual duration or specify a shorter duration, such as: duration from the date of filing of these articles.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education, and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for
- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable, and educational purposes, which will qualify it as an exempt organization, under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (d) Anything in these articles of incorporation to the contrary notwithstanding, the

Articles of Incorporation—Corporation organized for charitable purposes.

Articles of Incorporation of LeArtist Legacy Incorporation, Inc., a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is LeArtist Legacy Incorporation.

Corporate Office and Mailing Address

The street address of the principal office of the Corporation shall be:

1512 Brook Forest Drive
Jacksonville, Florida 32208

The mailing address for the Corporation shall be:

1512 Brook Forest Drive
Jacksonville, Florida 32208

Article II

The corporation shall have perpetual duration or specify a shorter duration, such as: duration from the date of filing of these articles.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education, and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for
- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable, and educational purposes, which will qualify it as an exempt organization, under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (d) Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as exempt organization under 26 USCA § 501(c)(3), including,

for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under 26 USCA § 501(c)(3) or as that statute may be amended.

Article IV

Conflict of Interest Policy

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Procedures, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in previous section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article V

The street address of the initial registered office of the corporation is 1512 Brook Forest Dr City of Jacksonville, County of Duval, State of Florida. The name of its initial registered agent at that address is Lisa Hayes Johnson.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 5; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on Nov 10, at 7 pm, at 1512 Brook Forest Dr, Jacksonville, FL 32208, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 3 years until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 7 pm, on the first Monday in March of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

Article VII

The names and residential addresses of the persons who are to serve as the initial directors are:

Initial Directors (Trustees) And/ or Officers

Chief Executive Officer

Lisa Hayes Johnson
1512 Brook Forest Drive
Jacksonville, Florida 32208

President

Lisa Hayes Johnson
1512 Brook Forest Drive
Jacksonville, Florida 32208

Vice President

Valerie Hayes Barnes
6638 Almond Ave
Jacksonville, Florida 32244

Secretary

Allen E. James
7833 Allspice Cr. West
Jacksonville, Florida 32244

Treasurer

Valerie Hayes Barnes
6638 Almond Ave.
Jacksonville, Florida 32244

Director / Trustee

Edgar Allan Hayes
6638 Almond Ave.
Jacksonville, Florida 32244

Article VIII

The board of directors shall elect the following officers: 1,2,3,4,5,6, and any other officers, which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

1. Chief Executive Officer

Lisa Hayes Johnson
1512 Brook Forest Drive
Jacksonville, Florida 32208

2. President

Lisa Hayes Johnson
1512 Brook Forest Drive
Jacksonville, Florida 32208

3. Vice President

Valerie Hayes Barnes
6638 Almond Ave
Jacksonville, Florida 32244

4. Secretary

Allen E. James
7833 Allspice Cr. West
Jacksonville, Florida 32244

5. Treasurer

Valerie Hayes Barnes
6638 Almond Ave.
Jacksonville, Florida 32244

6. Director / Trustee

Edgar Allan Hayes
6638 Almond Ave.
Jacksonville, Florida 32244

Article IX

Private foundation – Provision-Article required to qualify foundation for feral income tax exemption.

1. The corporation will distribute its income for each tax year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 USCA § 4942, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in 26 USCA § 4941(d), or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in 26 USCA § 4943(c), or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in such manner as to subject it to tax under 26 USCA § 4944, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in 26 USCA § 4945(d), or the corresponding section of any future federal revenue code.

Article X

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds quorum of members of the corporation.

The date of each amendment(s) adoption: Sept. 30, 2009
(date of adoption is required)

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(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 Sept 30, 2009

Signature Lisa Hayes Johnson
(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)

Lisa Hayes Johnson
(Typed or printed name of person signing)

Chief Executive Officer/ President
(Title of person signing)