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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DDR*  
*4/14/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Project 180 Sarasota, Inc

**DOCUMENT NUMBER:** N0800002876

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

Please return all correspondence concerning this matter to the following:

Barbara Richard  
(Name of Contact Person)

Project 180  
(Firm/ Company)

PO Box 25684  
(Address)

Sarasota FL 34277-2684  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Barbara Richard at ( 850 ) 445-5682  
(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 &  
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☐ \$52.50 Filing Fee  
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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

FILED

2009 APR 10 PM 2:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Project 180 Sarasota, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

NO8000002876

(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)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

PO Box 25684

Sarasota, FL 34277-2684

**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:

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

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Valessa Barker, PhD	2033 Main Street Suite 600 Sarasota, FL 34237	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Director	Patricia Meringer, JD	2033 Main Street Suite 600 Sarasota, FL 34237	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Director	Huguette Salahuddin, DDS	2033 Main Street Suite 600 Sarasota, FL 34237	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
 (attach additional sheets, if necessary). (Be specific)

Please see attached

Article III: purpose now reflects actual work of the organization (see attached)

Article IV: deleted (see attached)

Article VII: re: directors (see attached)

Article VIII: new; states the powers of the corporation (see attached)

Article IX: new; addresses limitations (see attached)

Article X: new; addresses limitations on activities (see attached)

The date of each amendment(s) adoption: 4.7.09

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 4.7.09

Signature Barbara Richards  
(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)

Barbara Richards  
(Typed or printed name of person signing)

President  
(Title of person signing)

**ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF PROJECT 180 SARASOTA, INC.  
(A FLORIDA NONPROFIT CORPORATION)**

Pursuant to the provisions of Section 617.1002 and Section 617.1006 of the Florida Statutes, the undersigned Florida nonprofit corporation (the "corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article II regarding the principal place of business address and mailing address of the corporation is hereby deleted and replaced in its entirety to read as follows:

*"The principal place of business address:*

2033 Main Street  
Suite 600  
Sarasota, Florida 34237

*The mailing address of the corporation is:*

PO Box 25684  
Sarasota, Florida 34277"

2. Article III regarding corporate purpose is hereby deleted and replaced in its entirety to read as follows:

*"The specific and primary purposes for which this Corporation is formed are:*

- A. *The corporation is organized and shall be operated to provide assistance in residential, work, and educational environments, in which individuals exiting prison or jail can learn and practice the skills needed to enter society.*
- B. *The corporation is hereby organized and shall be operated exclusively for charitable, educational and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax law.*
- C. *To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.*

- D. *To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of the purpose.*
- E. *To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.*
- F. *The foregoing purpose shall be exercised exclusively for charitable, educational and religious purposes in such a manner that the corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws."*

- 3. Article IV regarding the manner in which directors are elected or appointed shall hereby be deleted in its entirety.
- 4. Article VII regarding the initial officers and/or directors of the corporation is hereby deleted and replaced in its entirety to read as follows:

*"Board of Directors: Management of Corporate Affairs:*

- A. *The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five (5), provided, however, that such number may be increased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.*
- B. *The Directors of this corporation shall hold office for a period of two (2) years, at which time an election of Directors shall be held in accordance with the directives of the Bylaws. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of two (2) years until the next meeting for the election of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held as set forth in the Bylaws.*
- C. *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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such 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 which relates to action so taken 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 the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.*  
*The names and addresses of the members of the Board of Directors of the corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:*

Vanessa Barker  
Patricia Meringer  
Barbara Richards  
Huguette Salahuddin

PO Box 25684, Sarasota, FL 34277  
PO Box 25684, Sarasota, FL 34277  
PO Box 25684, Sarasota, FL 34277  
PO Box 25684, Sarasota, FL 34277

5. A new Article VIII is hereby created to read as follows:

**"POWERS:**

*The corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws. Notwithstanding any other provision of these Articles of Incorporation, the corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the corporation will strictly adhere to the following:*

- A. The corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;*
- B. The corporation will not allow its members or directors to have a vested interest in its asset;*
- C. The corporation will not make any investments which would jeopardize its charitable purpose."*

6. A new Article IX is hereby created to read as follows:

**"501(c)(3) LIMITATIONS:**

- A. CORPORATE PURPOSES: Notwithstanding any other provisions 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).*
- B. EXCLUSIVITY: The corporation is organized exclusively for charitable, educational, and religious purposes.*
- C. NO PRIVATE INUREMENT: The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The corporation shall not distribute any gains, profits or dividends to the*



directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

- D. **LOBBYING AND POLITICAL CAMPAIGNS:** 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, any political campaign on behalf of (or in opposition to) any candidate for public office.
- E. **DISSOLUTION:** Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax law.
- F. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code."

7. A new Article X is hereby created to read as follows:

**"LIMITATION ON ACTIVITIES:**

*No part of the net earnings of the corporation will inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individual, except that the corporation shall be authorized and empowered to pay*

*reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes and to make payment and distributions in furtherance of the purposes set forth in Article III hereof. Nothing in these Articles of Incorporation restricts the corporation from reimbursing the members for funds reasonably and in good faith borrowed by the corporation or paying reasonable compensation for services performed."*

Barbara Richards  
Barbara Richards, President

State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April 2008, by Barbara Richards, as President who is personally known to me or who has produced Florida Driver's License, No. \_\_\_\_\_ as identification and who did not take an oath.



Victoria Madonna  
Notary Public, State of Florida

My Commission Expires: 3/15/2013