

N08000004310

(Requestor's Name)

San Taylor Foundation, Inc.
15230 SW 160 Street
Miami, Florida 33187

(City/State/Zip/Phone #)

☐

PICK-UP

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(Business Entity Name)

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08 OCT 13 PM 1:28
FEDERAL BUREAU OF INVESTIGATION
DIVISION OF CORPORATE AND FINANCIAL

Amend
C.COULLIETTE

OCT 13 2008

EXAMINER

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **AMENDED ARTICLES OF INCORPORATION FROM PROVISIONS OF SECTION 607.325 TO CHAPTER 617 OF THE FLORIDA STATUTES**

DOCUMENT NUMBER: **N08000004310**

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

Please return all correspondence concerning this matter to the following:

T.L. COVERSON
(Name of Person)

T.L. COVERSON - ACCOUNTANT
(Name of Firm/Company)

9999 N.E. 2 Avenue – Suite 218
(street address)

Miami Shores **Florida** **33138**
(City) (State) (Zip Code)

For further information concerning this matter, please call:

T.L. COVERSON at **(786) 423-7991**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount: **\$35.00 Filing Fee**

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2008

T.L. COVERSON
T.L. COVERSON, ACCT
9999 NE 2 AVE., STE 218
MIAMI SHORES, FL 33138

SUBJECT: SEAN TAYLOR FOUNDATION INC.
Ref. Number: N08000004310

We have received your document for SEAN TAYLOR FOUNDATION INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Goulette
Regulatory Specialist II

Letter Number: 708A00051875

REC-11
2008 OCT 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article of Amendment to
Article of Incorporation of**

SEAN TAYLOR FOUNDATION, INC.

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

DOCUMENT NUMBER: N08000004310

AMENDMENTS ADOPTED- Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ADDED:

ARTICLE I **ARTICLE VII**
ARTICLE II **ARTICLE VIII**
ARTICLE III **ARTICLE IX**
ARTICLE IV **ARTICLE X**
ARTICLE V **ARTICLE XI**
ARTICLE VI

DELETED:

ARTICLE I **ARTICLE VI**
ARTICLE II **ARTICLE VII**
ARTICLE III
ARTICLE IV
ARTICLE V

SEE ATTACHED ARTICLE OF INCORPORATION FOR A FLORIDA NOT FOR PROFIT CORPORATION.

The date of each amendment(s) adoption: 09-15-08

Effective date, if applicable:
(no more than 90 days after amendment file date)

ADOPTION OF AMENDMENT(S): Article I through Article XI the amendment(s) was/were adopted and approved by the incorporator, the board of director(s) by Unanimous Consent, *there are no members to vote.*

Signed this day 9 of October 08.

Signature: *Michael W. Outar*
by [Signature]

Name of Signor: **Michael W. Outar**

Title of Signor: **Incorporator, The Board Of Director**

FILING FEE: \$35.00

08 OCT 13 PM 1:28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**AMENDED ARTICLES OF INCORPORATION
OF
SEAN TAYLOR FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

ARTICLE I

The name of the corporation: **Sean Taylor Foundation, Inc.**
(hereinafter referred to as the "Corporation").

ARTICLE II

The **Sean Taylor Foundation** was founded based primarily on two main principles.

1. The principle that we are each other's keeper.
2. Society must realize in order to make a positive change in children lives; we must all work together because no one can perform this alone.

We believe that it takes a village to accomplish such a daunting task.

The Sean Taylor Foundation strives to make a positive influence in the lives of at risk youth through community outreach and mentoring programs. These programs will instill a sense of self responsibility and accountability, as well as a sense of civic pride. This foundation will impress upon our youth the importance of not only self responsibility for one's actions, but motivate them to take action to better their own lives and the lives of others.

Realizing that many foundations share similar visions and dreams of making a better tomorrow, the **Sean Taylor Foundation** will raise funds for other deserving organizations throughout the South Florida area and the United States. The proverb "it takes a village to raise a child", we feel that our village extends past any neighborhood, county or state line. Please join our village to help make all the difference in our children lives.

ARTICLE III

The Directors of this Corporation are to be elected/appointed as set forth in the Bylaws.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

**AMENDED ARTICLES OF INCORPORATION
OF
SEAN TAYLOR FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

ARTICLE VI

The principal office of the Corporation and place of business and mailing address is **15230 Southwest 160 Street; Miami, Florida 33187**. The name of the initial registered agent is: **Michael W. Outar**.

ARTICLE VII

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 not be less than three; provided, however, that such number may be increased from a minimum of three by changing the bylaw duly adopted pursuant to the Bylaws of this Corporation. The Directors named herein as the first Board of Directors shall hold office until the first election of Directors at the Corporation's first annual meeting of members. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at the time and place designated by the Board of Directors. 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 shall individually or collectively consent in writing to such action. Such written consent or consents 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 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 Bylaws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The name and residential addresses of the persons who are to serve as initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael W. Outar	15230 Southwest 160 Street; Miami, Florida 33187

**AMENDED ARTICLES OF INCORPORATION
OF
SEAN TAYLOR FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

ARTICLE VIII

The Board of Directors shall elect the following officers: President, Vice-President/Secretary, Treasurer, and any such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>OFFICE</u>
Michael W. Outar	PRESIDENT
Darrin Cummings	TREASURER
Rawle Griffith	SECRETARY

ARTICLE IX

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following procedures set forth in the Bylaws.

ARTICLE X

No part of the net income or assets of this Corporation shall ever inure to the benefit of the director, officer, or member thereof, or to the benefit of any private individual. Notwithstanding any other provision of these Articles, the Corporation shall not carry on other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

**AMENDED ARTICLES OF INCORPORATION
OF
SEAN TAYLOR FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

ARTICLE XI

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 the members for their vote at a time and place determined by the Board of Directors, upon sixty (60) days, written notice to the members, setting forth the proposed amendment or a summary of the changes to be effected. Amendments may be adopted by a vote of the majority of members present.

ARTICLE XIII

The names and address of the Incorporators are:

NAME

ADDRESS

Michael W. Outar

15230 Southwest 160 Street; Miami, Florida 33187