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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Make a Difference Tampa Bay, Inc.

DOCUMENT NUMBER: N08000005022

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

Please return all correspondence concerning this matter to the following:

Kathy Taylor

(Name of Contact Person)

(Firm/ Company)

1603 Bayhill Dr.

(Address)

Oldsmar, FL 34677

(City/ State and Zip Code)

For further information concerning this matter, please call:

Kathy Taylor

(Name of Contact Person)

at (727) 421-1770

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED
2008 DEC 19 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Make a Difference Tampa Bay, Inc.

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

N08000005022

(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**)

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)

_____, 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

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: 12/16/08

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 12/16/08

Signature

Kathy Taylor

(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)

KATHY TAYLOR

(Typed or printed name of person signing)

President

(Title of person signing)

BYLAWS OF THE MAKE A DIFFERENCE TAMPA BAY, INC. ORGANIZATION

Section 1. This entity is organized exclusively for one or more of the charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Section 4. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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.

OFFICES: The office of the organization is located at 1603 Bayhill Dr., Oldsmar FL 34677 in Pinellas County, Florida.

OFFICERS:

President: Kathy Taylor
Director: Dorothy King

POWERS: Subject to the provisions of the laws of the State of Florida and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of The Make a Difference Tampa Bay, Inc. organization shall be conducted and all other powers shall be exercised by or under the direction of the Board of Directors, its officers and duly appointed committee leaders. The Board of Directors shall have the right to authorize all contributions to charitable organizations and/or individuals in need. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees, if any, of the organization;
- (c) Supervise all officers, agents, committees and employees, if any, of the organization to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws.

CONFLICT OF INTEREST: Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other directors and made a matter of record. Any director having such duality or possible conflict of interest shall not vote or use his/her influence on such matter in question, nor be counted in determining a quorum for the meeting, except as otherwise specified. The minutes of the meeting shall reflect such disclosure, abstention from vote, and the Board Members. To the fullest extent permitted by law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

INDEMNIFICATION BY THE ORGANIZATION OF DIRECTORS AND OFFICERS: The directors and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of the State of Florida, except for crimes of moral turpitude or misappropriation of funds.

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

LIMITATIONS ON ACTIVITIES:

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization 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 provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

PROHIBITION AGAINST PRIVATE INUREMENT:

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

FISCAL YEAR:

The fiscal year of the Association shall begin on January 1 and end the last day of December of each year.

BOOKS AND RECORDS:

The organization shall keep correct and complete books and records of accounts. All books and records may be inspected by any member, his/her agent, or attorney, or the general public for any proper purpose within five (5) business days of a documented request.

NONDISCRIMINATION:

Make a Difference Tampa Bay, Inc. shall make available its services without regard to race, color, religion, national origin, sex, age, sexual preference, disability, or marital status.

CONSTRUCTION AND TERMS:

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this organization filed with an office of the State of Florida and used to establish the legal existence of this organization. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time, or to corresponding provisions of any future federal tax code.

NUMBER OF MEMBERS:

There is no limit on the number of members the organization may admit.

NONLIABILITY OF MEMBERS:

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

ADOPTION OF BYLAWS:

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this organization.

Dated: 12-16-08

President: Kathy Daugherty

Director: Anthony Fung