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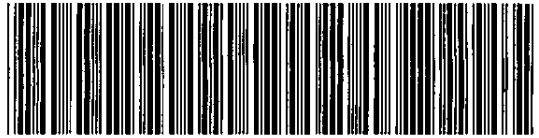
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*Amended and
Restated Act*

09 AUG 17 PM 12:10

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Backpack Club Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Stephanie Covey
(Name of Contact Person)

Backpack Club Inc.
(Firm/ Company)

6308 44th Ave. E.
(Address)

Bradenton, FL 34203
(City/ State and Zip Code)

backpackclubinc@live.com
E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Covey at (941) 374-2883
(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

Amended And Restated Articles

OF

BACKPACK CLUB INC., A FLORIDA CORPORATION

NOT FOR PROFIT

The undersigned subscribers to these *Amended And Restated Articles*, being natural persons competent to contract, hereby subscribe to and from a corporation not for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is BACKPACK CLUB INC., a Florida Corporation Not For Profit.

ARTICLE II

DURATION

The commencement of this corporation's existence shall be at the time of the filing of the Articles Of Incorporation by the Secretary of State Division of Corporations. The Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III

PURPOSE

This corporation is being formed for the purpose of helping nourish children's minds and bodies throughout the State of Florida, through any and all activities permitted under the laws of Florida and the United States of America. The corporation is a solely charitable corporation, with no political agenda. This nonpolitical corporation has been formed with the intention of

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DIVISION OF CORPORATIONS
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nourishing children around the state of Florida, so they might better focus in and out of the class room.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to nor inure to the benefit of any individual.

ARTICLE IV

POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

However, this corporation, in exercising any one or more such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE V

MEMBERSHIP

Any person or persons interested in the objectives of Backpack Club Inc., must be admitted by a $\frac{2}{3}$ vote of the members and meet the further requirements as said voting and other requirements are further set forth in the By-Laws.

ARTICLE VI

MANAGEMENT

The powers of this corporation shall be exercised, its affairs and business conducted and managed by the Board Of Trustees.

Any actions required or permitted to be taken by the Board Of Trustees, under any provision of the law, may be taken without a meeting, if all of the trustees shall individually or collectively consent in writing to such action. Such written consent shall be filed with minutes of proceedings of the Board Of Trustees. Any such actions by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Trustees. A certificate of other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Trustees without a meeting, and that these Articles Of Incorporation authorize the Officers to so act. Such a statement shall be prima facia evidence of such authority. Trustees and Directors are synonymous terms.

ARTICLE VII

BOARD OF TRUSTEES

The corporation Board of Trustees shall have three trustees, the number of trustees may increase or decrease from time to time by an amendment to the corporate Bylaws, but shall never be less than three.

A trustee of the corporation must at all times be a member of the corporation.

The trustees shall be elected annually by this corporations members manner of the election of the trustees shall be as specified below and in the corporate Bylaws.

The trustees named herein comprising the initial Board Of Trustees, shall hold office until their successors are duly qualified.

The names and addresses of each initial member of the Board Of Trustees are as follows:

Office

Director

Director

Name

Richard Martin

5113 40th St. W. Bradenton FL 34210

James M. Hightower

4818 N. 1st Tuttle Ave Sarasota FL 34234

Director

Sherri A. Covey
6308 44th Ave. E. Bradenton FL 34203

ARTICLE VIII

OFFICERS

The Officers shall consist of One (1) President, One (1) Vice-President, and +One (1) Secretary. This corporation may have such other officers as may be provided in the corporate Bylaws.

The Officers named herein comprising the Initial Board Of Trustees, shall hold office until their successors are duly qualified.

<u>Office</u>	<u>Name</u>
President	Stephanie A. Covey 6308 44 th Ave. E. Bradenton FL 34203
Vice-President	Stephen R. Covey 6308 44 th Ave. E. Bradenton FL 34203
Secretary	Mark U. Hildebrandt 4154 29 th St. Palmetto FL 34221

ARTICLE IX

INDEMNIFICATIONS

This corporation shall indemnify any officer, volunteer, or agent and any former officer, volunteer, or agent, to the full extent permitted by law.

ARTICLE X

REGISTERED OFFICER & AGENT

The principal place of business of the corporation is: Backpack Club Inc., c/o 6308 44th Ave E Bradenton FL 34203.

The street address of this corporation's initial registered office shall be: 2335 Tamiami Trail North, # 308, Naples Florida 34103.

The name of the individual to service the corporation initial Registration at that address is: DOUGLAS L. RANKIN, ESQ.

ARTICLE XI

INCORPORATORS

Stephanie Covey (ADDRESS FOR INCORPORATORS
SHALL BE AS SHOWN IN ARTICLE VI)

ARTICLE XII

BYLAWS

Corporate Bylaws will hereinafter adopted by the Board Of Trustees. The Corporate Bylaws be amended or repealed, in whole or in part, by the Board Of Trustees in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to these corporate Bylaws shall be binding to this corporation.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board Of Trustees and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a 2/3 vote of the quorum of this corporation's members.


ARTICLE XIV

DISSOLUTION

In the event this corporation is ever dissolved, none of the assets of said corporation shall ever inure to the benefit of any individual. All assets of this corporation shall only pass on such dissolution to the benefit of an organization qualified under 501 (c) 3 of the Internal Revenue Code of 1986, as amended, as further provided in the Florida Not For Profit Corporation Act.

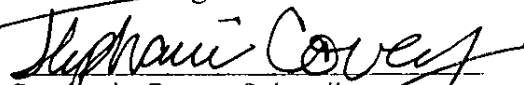
The undersigned Douglas L. Rankin, Esq, the individual designated as the registered agent for Backpack Club Inc., a Florida corporation not for profit, hereby accepts the said designation.

Having been named to accept service of process of the above stated corporation at place designated in the certificate hereby accepted to act in this capacity and agree to comply with the provisions of said Act including those relative to keeping open said office.

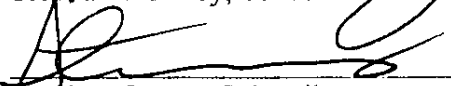

Douglas L. Rankin, Esq.,
Registered Agent

Date: 8/4/09

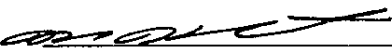
This corporation's subscribers for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures


Stephanie Covey, Subscriber


Date: 8/2/09


Stephen Covey, Subscriber

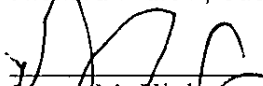
Date: 8/2/09


Mark Hildebrandt, Subscriber

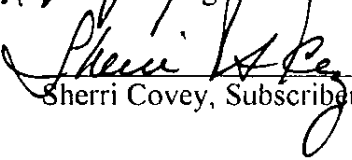
Date: 8/2/09


Richard Martin, Subscriber

Date: 8/2/09

X 
James M. Hightower, Subscriber

Date: 8/1/09


Sherri Covey, Subscriber

Date: 8/2/09

Articles of Amendment
to
Articles of Incorporation
of

Backpack Club Inc.

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

(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

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)

N/A

_____, 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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
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			<input type="checkbox"/> Remove

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

Articles were changed drastically.
Attached are the Amended
and Restated Articles

The date of each amendment(s) adoption: 8/2/09
(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 8/2/09

Signature Stephanie Covey
(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)

Stephanie Covey
(Typed or printed name of person signing)

President
(Title of person signing)