

NO8000008698

(Requestor's Name)

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(City/State/Zip/Phone #)

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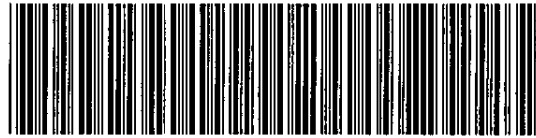
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FILED
2009 JUN 17 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
6/18/09

00789, 00563, 00564, 00671

**Kijuana Latese Sharpe
640 Pecan Street
Chipley FL 32428**

June 5, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Khmorah "Ping" Clayton Foundation, Inc.

Dear Sir or Madam:

Enclosed are Amended Articles for: **Khmorah "Ping" Clayton Foundation, Inc.**

Please return all correspondence concerning this matter to the following:

Kijuana Latese Sharpe
640 Pecan Street
Chipley FL 32428

For further information concerning this matter, please call: (850) 326.5566

Enclosed is a check for the following amount: **\$35.00** for the amendment of any record filing fee.

Respectfully,

Kijuana Latese Sharpe



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 11, 2009

Kijuana Latese Sharpe
640 Pecan Street
Chipley, FL 32428

SUBJECT: KHMORAH "PING" CLAYTON FOUNDATION, INC.
Ref. Number: N08000008698

We have received your document for KHMORAH "PING" CLAYTON FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 209A00019828

RECEIVED
2009 JUN 17 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF FLORIDA NON- PROFIT CORPORATION

FILED

2009 JUN 17 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is: **Khmorah "Ping" Clayton Foundation, Inc.**

ARTICLE II
CORPORATE ADDRESS

The principal place of business of this Corporation will be 640 Pecan Street,
Chipley, Florida 32428.

ARTICLE III
CORPORATE NATURE

This is a non-profit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes, and it will act as a direct-support organization as set forth in Section 237.40 of the Florida Statutes.

ARTICLE IV
DURATION

The term of existence of the corporation is perpetual.

ARTICLE V
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation are formed:

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific and exclusive purpose of this corporation is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of:
 - 1. Providing financial and other support to families who have lost a child to death.

2. Providing financial assistance to families who must establish remote hotel lodging and food while children are provided non local medial treatment.

3. Meeting the needs of families who do not qualify for any other assistance through community outreach.

4. Providing clothing for children and infants of under privileged families.

5. Providing an annual scholarship for senior high school students who meet certain criteria to include outstanding moral character, leadership skills, and submission of a winning persuasion essay regarding such topics as avoidance of gang, crime and drug participation.

6. Providing financial and other support for families who have been displaced from their home as a result of job loss, illness, damage, foreclosure, or other unforeseen circumstances.

- A. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES VI MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. 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 persons. The number of directors of the corporation shall be determined by the board of directors.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors.

The directors approved at the next scheduled meeting, and at all times thereafter, shall serve for a term as set forth by the By-laws.

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 related to actions 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 Board of Directors 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 such initial members of the Board of Directors are as follows:

Kijuana Latese Sharpe 640 Pecan Street, Chipley FL 32428

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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 Article V hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets 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 such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Board of Directors.

ARTICLE X SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

Kijuana Latese Sharpe: 640 Pecan Street, Chipley FL 32428

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, 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 thereof, or to the benefit of any private individual.

ARTICLE XII REGISTERED AGENT AND ADDRESS

The name and address of the corporation's registered office shall be:

Kijuana Latese Sharpe: 640 Pecan Street, Chipley FL 32428

ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution adopted by at least ½ of the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this ____ day of _____, 2009.

WITNESSES:

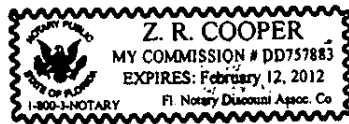
Carlotta L. Speed
Albie Carthon

Kijuana Latese Sharpe
Kijuana Latese Sharpe -D

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the **Khmerah "Ping" Clayton Foundation, Inc.** at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated June 08, 2009



Kijuana Latese Sharpe
Kijuana Latese Sharpe
Registered Agent

STATE OF FLORIDA

COUNTY OF Washington

BEFORE ME, the undersigned authority personally appeared Kijuana Latese Sharpe, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8 day of June, 2009.

Z. R. Cooper
Notary Public

MINUTES OF MEETING BY MANAGING MEMBERS
Khmorah "Ping" Clayton Foundation, Inc.

On the 8th day of June, 2009, a meeting of the directors was called and with a quorum of members being present, the following changes were made to the Articles of Organization: Article V, Section B, and Numbers 1-6; to include:

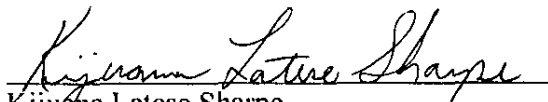
B. The specific and exclusive purpose of this corporation is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of:

1. Providing financial and other support to families who have lost a child to death.
2. Providing financial assistance to families who must establish remote hotel lodging and food while children are provided non local medial treatment.
3. Meeting the needs of families who do not qualify for any other assistance through community outreach.
4. Providing clothing for children and infants of under privileged families.
5. Providing an annual scholarship for senior high school students who meet certain criteria to include outstanding moral character, leadership skills, and submission of a winning persuasion essay regarding such topics as avoidance of gang, crime and drug participation.
6. Providing financial and other support for families who have been displaced from their home as a result of job loss, illness, damage, foreclosure, or other unforeseen circumstances.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, to AMEND THE Articles of Incorporation as changed above.

There being no further business to come before the meeting, upon motion which was unanimously carried, the same was adjourned.


Kijuna Latese Sharpe
640 Pecan Street, Chipley FL 32428