

N08000010467

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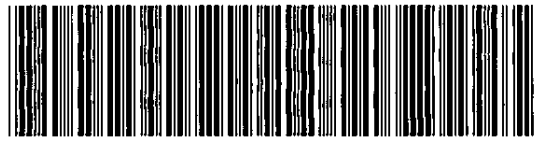
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TALLAHASSEE, FLORIDA

Amend + N.C.

C.COULLETTE

MAR 30 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Community Partnership International, Inc.

DOCUMENT NUMBER: N08000010467

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

Please return all correspondence concerning this matter to the following:

Kenneth Ellis

(Name of Contact Person)

Community Partnership Int

(Firm/ Company)

530 Bonnie Drive

(Address)

Lakeland, FL 33803

(City/ State and Zip Code)

For further information concerning this matter, please call:

Kenneth Ellis

(Name of Contact Person)

at (863) 698-4352

(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**

Community Partnership International Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000010467
(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:

Community Partnerships International, Inc.

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)

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TALLAHASSEE, FLORIDA

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

The date of each amendment(s) adoption: 03/24/2009

Effective date if applicable: 03/24/2009
(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 03/24/2009

Signature 

(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)

Kenneth Ellis
(Typed or printed name of person signing)

President
(Title of person signing)

Completely Replace Article III with the following 2 statements:

Purpose Statement:

The organization is organized exclusively for charitable, religious and educational purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

CPI Mission Statement:

Our mission is to establish long-term partnerships with people and organizations who will invest their resources, skills and knowledge into underdeveloped communities in Haiti to bring about spiritual, emotional, physical and social healing.

Completely replace Article IV with the following:

Article IV

Section 1 — Board role, size, and compensation:

The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff. The board shall have up to 12, but not fewer than 3 members. The board receives no compensation other than reasonable expenses. The initial Board of Directors is as follows:

Section 2 – Initial Directors

The initial Board of Directors is as follows

- Grant Nieddu, P.O. Box 2115, Lakeland, FL 33806
- Jennie Ellis, 530 Bonnie Drive, Lakeland, FL 33803
- Phyllis Henry, 1003 West Queen Street, Lakeland, FL 33803

Section 3 – Powers

The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the by-laws and other corporate governing documents, by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 4 — Terms:

All board members shall serve two-year terms, but are eligible for re-appointment for up to five consecutive terms.

Section 5 — Meetings and notice:

The board shall meet at least quarterly, at an agreed upon time and place.

Section 6 — Board Appointment:

During the last quarter of each fiscal year of the corporation, the President of the Corporation shall appoint Directors to replace those whose terms will expire at the end of the fiscal year.

Section 7 — Officers and Duties:

There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer.

Section 8 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member can be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons at the sole discretion of the President.

Add Article IX

Dissolution of Assets

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 corporation 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.

Add Article X

Limitations

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually

rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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, as now enacted or hereafter amended.

Add Article XII

Debt Obligations and Personal Liability

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.