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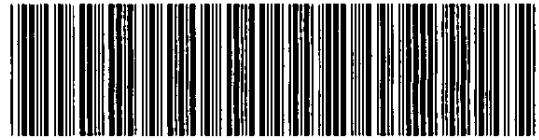
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DIVISION OF CORPORATIONS
09 APR -8 PM 1:56

Amend/CC
@ 4.13.09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VICTORY KIDS INC

DOCUMENT NUMBER: N09000001228

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

Please return all correspondence concerning this matter to the following:

William R. Motta

(Name of Contact Person)

(Firm/ Company)

715 Tides Rd

(Address)

Vero Beach, FL 32963

(City/ State and Zip Code)

For further information concerning this matter, please call:

William R. Motta

(Name of Contact Person)

at (772) 234-0692

(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
VICTORY KIDS INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR -8 PM 1:56

Pursuant to the provisions of Section 617.1006, *Florida Statutes*, this **Florida Not For Profit Corporation** adopts the following amendment to its Articles of Incorporation. The amendment was adopted by the Members and the number of votes cast for the amendment was sufficient for approval:

FIRST: The name of this corporation as currently filed with the Florida Department of State is **VICTORY KIDS INC** and the Document Number is **N09000001228**.

SECOND: The place of business and address of this Corporation shall be:

**715 Tides Road
Vero Beach, Florida 32963**

THIRD: The mailing address of this Corporation shall be:

**715 Tides Road
Vero Beach, Florida 32963**

FOURTH: The address of the registered office of the Corporation in the State of Florida is **715 Tides Road, Vero Beach, Florida, 32963**, in the County of Indian River, and the name of its registered agent at such address is **William R. Motta**.

FIFTH: The names and addresses of the Officers and Directors shall be:
William R. Motta – President of 715 Tides Rd., Vero Beach, FL 32963
Timothy Wedemeyer – Officer of 317 Tempest Drive Peachtree City, GA 30267
Charles Gould – Officer of 1915 23rd Avenue, Vero Beach, FL 32960
Todd Fennell – Officer of 979 Beachland Boulevard, Vero Beach, FL 32963

SIXTH: This Corporation shall be a non-profit corporation. The purposes of the Corporation is to assist high school students with obtaining access to colleges and universities and to engage in any lawful act or activity for which corporations may be organized under the Division of Corporations of the State of Florida. Such purpose shall include, without limitation, the following:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to individuals and organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. 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 this Certificate of Incorporation.

3. No 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.

4. Notwithstanding any other provision of this Certificate of Incorporation, 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; (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Division of Corporations of the State of Florida.

SEVENTH: The Corporation shall be organized on a non-stock basis and the Corporation shall not have any capital stock but it shall have members. The conditions of membership shall be stated in the By-Laws. Meetings of members may be held within or without the State of Florida.

EIGHTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three (3). The Directors need not be members of the Corporation unless so required by the By-Laws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the Corporation may, if the By-Laws so provide, be classified as to term of office. This Corporation may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of this Corporation (except those provisions relating to members and the conditions of membership, which conditions of membership may only be amended as stated in the By-Laws). This Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the

Statute, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

NINTH: Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas 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.

TENTH: The name and mailing address of the sole incorporator is as follows:

**William R. Motta
715 Tides Road
Vero Beach, Florida 32963**

ELEVENTH: The personal liability of the Directors of the Company is hereby eliminated to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented.

TWELFTH: The Corporation shall, to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by that Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

THIRTEENTH: The Company reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Florida.

This Amendment shall be effective immediately upon filing by the Secretary of State.

DATED this 23 day of March, 2009.



WILLIAM R. MOTTA, President