

8-2070

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A.D. HARRIS IMPROVEMENT SOCIETY, INC.

DOCUMENT NUMBER: N09000011705

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

Please return all correspondence concerning this matter to the following:

Rob Blue, Jr., Esq.

Name of Contact Person

BURKEBLUE

Firm/ Company

221 McKenzie Avenue

Address

Panama City, FL 32401

City/ State and Zip Code

jfaucheux@burkeblue.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rob Blue, Jr.

Name of Contact Person

at (850) 769-1414 ext 229

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 & RESTATED
ARTICLES OF INCORPORATION
OF
A. D. HARRIS IMPROVEMENT SOCIETY, INC.**

A Florida Not-For-Profit Corporation

FILED
2010 AUG 19 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this not-for-profit corporation is **A. D. Harris Improvement Society, Inc.**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The street address of the principal place of business and mailing address of the Corporation is: 819 East 11th Street, Panama City, Florida, 32401.

ARTICLE III – PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including 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, and also including:

1. Providing for the care and maintenance of the A. D. Harris school facility, which will provide a "one-stop" human services site for the delivery of community-based, culturally sensitive, multi-generational services to unite the community.
2. Planning, designing, collaborating, and advocating for services within the above purposes that enhance the quality of life and facilitate the empowerment of families within Bay, Gulf, Calhoun, Jackson, Holmes and Washington counties, Florida.

ARTICLE IV – BOARD OF DIRECTORS

The number of directors shall not be less than three (3) nor more than twenty-one (21). The number of directors shall always be an odd number. The number of directors shall be set in the bylaws, which number may be changed from time to time by amending the bylaws.

Prepared by:
Rob Blue, Jr., Esq.
221 McKenzie Avenue
Panama City, FL 32401
Fla Bar 0122450
matter: A424-24784

ARTICLE V – MANAGEMENT OF CORPORATE AFFAIRS

The affairs of the Corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve for a term of three years. The names and addresses of the initial directors are:

Blondelle Harris McGowan, 122 N. Gayle Avenue, Panama City, Florida 32401

Toni Shamplain, 1915 Wilson Avenue G-6, Panama City, FL 32405

Janice Lucas, 608 North Center Avenue, Panama City, Florida 32401

Anita Dillard, 1229 Dundee Lane, Lynn Haven, Florida 32444

Albert D. Harris, Jr., 3162 Wood Valley Rd., Panama City, Florida 32405

James Barker, 1018 Kurze Avenue, Panama City, Florida 32401

John Bruce, 920 Center Avenue, Panama City, Florida 32401

Victor Dillard, 1229 Dundee Lane, Lynn Haven, Florida 32444

Corine Harris, 3162 Wood Valley Rd., Panama City, Florida 32405

Marian Hutcherson, 425 E. 19th Street, #703, Panama City, Florida 32405

Election of Directors shall be in accordance with the Bylaws.

ARTICLE VI – REGISTERED AGENT

The name and Florida Street address of the Registered Agent is:

Blondelle H. McGowan, 122 N. Gayle Avenue, Panama City, Florida 32401

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator was:

Toni Shamplain, 1915 Wilson Avenue G-6, Panama City, Florida 32405

ARTICLE VIII – MEMBERS

The Corporation shall have no members.

ARTICLE IX – OFFICERS

The Corporation shall have a President, a Vice President, a Secretary and a Treasurer. The officers and directors shall be elected by a majority vote of the Board of Directors. Officers may hold more than one office. The initial officers of this Corporation are:

Blondelle Harris McGowan, 122 Gayle Avenue, Panama City, Florida 32401
PRESIDENT

Toni Shampain, 1915 Wilson Avenue G-6, Panama City, FL 32405
VICE PRESIDENT

Janice Lucas, 608 North Center Avenue, Panama City, Florida 32401
SECRETARY

Marian Hutcherson, 425 E. 19th Street, #703, Panama City, Florida 32405
TREASURER

The election of officers and their terms will be as provided in the By-Laws.

ARTICLE X – BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Board of Directors.

ARTICLE XI – AMENDMENT TO ARTICLES OF INCORPORATION

The Board of Directors must approve any amendment to these Articles of Incorporation. No action other than that of the Board is required to amend these Articles.

ARTICLE XII – DURATION

The period of duration is perpetual unless the Corporation is dissolved according to law.

ARTICLE XIII – CAPITAL STOCK

The Corporation shall have no stock and is not authorized to issue capital stock.

ARTICLE XIV – LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, 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.

ARTICLE XV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, 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 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.

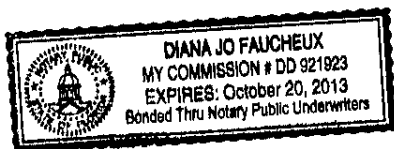
Executed this 13th day of August, 2010.

Blondelle Harris McGowan
Blondelle Harris McGowan, President

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me on August 13th, 2010, by Blondelle Harris McGowan, as President of and on behalf of A D Harris Improvement Society, Inc., who ☒ is personally known to me or ☐ presented her Florida driver's license as identification [check one].


(Seal)



Diana Jo Faucheux
Notary Public, State of Florida

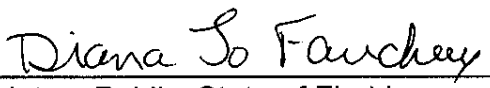
CERTIFICATE

The Amended & Restated Articles of Incorporation of A D Harris Improvement Society, Inc. to which this Certificate is attached contains amendments that required approval of its Board of Directors. The undersigned hereby certifies that the Board of Directors duly approved the Amended & Restated Articles of Incorporation August 13, 2010.


Janice Lucas, Secretary

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me on August 13, 2010, by Janice Lucas as Secretary of and on behalf of A D Harris Improvement Society, Inc., who ☒ is personally known to me or ☐ presented her Florida driver's license as identification [check one].


Notary Public, State of Florida

(Seal)

