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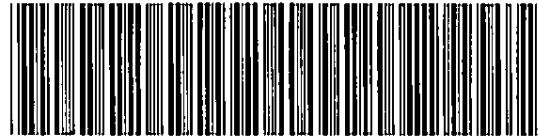
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JULIA A. GIBSON

C. GOLDEN

SEP 18 2017

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** AMIKIDS FLORIDA PROPERTIES, INC.

**DOCUMENT NUMBER:** N09000012070

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

Please return all correspondence concerning this matter to the following:

MELISSA CHAVES

(Name of Contact Person)

AMIKIDS, INC.

(Firm/ Company)

5915 BENJAMIN CENTER DRIVE

(Address)

TAMPA, FL 33634

(City/ State and Zip Code)

mchaves@amikids.org

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

For further information concerning this matter, please call:

MELISSA CHAVES

813

887-3300

at

(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:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

17 SEP 15 AM 11:55

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 12, 2017

MELISSA CHAVES  
5915 BENJAMIN CENTER DRIVE  
TAMPA, FL 33634

SUBJECT: AMIKIDS FLORIDA PROPERTIES, INC.  
Ref. Number: N09000012070

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 817A00014042

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AMIKIDS FLORIDA PROPERTIES, INC.**

FILED

2017 SEP 15 PM 4:37

A. The name of the corporation is AMIkids Florida Properties, Inc.

B. The Articles of Incorporation were filed with the Florida Secretary of State on December 18, 2009.

C. Amendments to the Articles of Incorporation were adopted on AUGUST 27, 2015, by the Sole Member and the Board of Directors of the Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2014), in order to (i) update and simplify the provisions of the Articles of Incorporation and (ii) amend and restate the Articles of Incorporation in their entirety to read as follows:

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be AMIkids Florida Properties, Inc.

**ARTICLE II – DURATION**

This Corporation shall exist perpetually.

**ARTICLE III – PURPOSES AND DISSOLUTION**

**Section 3.1. Purposes.** The Corporation is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of AMIkids, Inc. (“AMIkids”), a Florida not for profit corporation, which is a tax exempt organization recognized as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and is not a private foundation under Section 509(a)(1) of the Code.

**Section 3.2. Dissolution.** Upon the dissolution of the Corporation, the Board of Trustees (defined below) shall pay liabilities of the Corporation and shall distribute the remaining assets as set forth herein:

(a) Each of the remaining assets shall be distributed, as determined by the Board, to AMIkids or to AMIkids Foundation, Inc. (“AMIkids Foundation”). If at the time of distribution only one of those entities (AMIkids or AMIkids Foundation) is a Qualified Recipient (defined below), then all of the remaining assets shall be delivered to the entity (AMIkids or AMIkids Foundation) which at the time of distribution is a Qualified Recipient. If at the time of distribution neither AMIkids nor AMIkids Foundation is a Qualified Recipient, then the remaining assets shall be distributed to any entity designated by AMIkids provided the designated entity is a Qualified Recipient at the time of distribution. In the absence of such designation, the remaining assets shall be distributed to an entity selected by the Board provided such entity is a Qualified Recipient at the time of distribution.

(b) For purposes of this Article, "**Qualified Recipient**" means an organization which is an exempt organization under Section 501(c)(3) of the Code and is described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

#### **ARTICLE IV – NON-STOCK CORPORATION AND MEMBER**

**Section 4.1. Member.** This Corporation is organized on a non-stock basis. The Corporation shall have one membership class. The sole member shall be AMIkids (the "**Member**"). The membership interest is not subject to involuntary transfer. Upon the occurrence of a bankruptcy, insolvency, involuntary dissolution, or any similar event of the Member, the membership interest shall immediately terminate and the Member shall cease to be the sole member of this Corporation. Upon termination of the sole membership interest in this Corporation, the then Board of Trustees (defined below) shall exercise all powers formerly exercisable by the Member.

**Section 4.2. Confirmation by Member.** Within ten (10) business days after any vote or election by the Board of Trustees (defined below) which requires confirmation by the Member, the Board of Trustees (defined below) shall submit to the Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide the Board of Trustees with written confirmation and the matter shall become effective upon the Member's written approval or such other date as the Member may specify in writing.

#### **ARTICLE V – MANAGEMENT OF AFFAIRS – BOARD OF TRUSTEES**

**Section 5.1. Election and Removal of Trustees.** The Corporation shall be managed by or under the direction of a Board of Trustees (the "**Board of Trustees**" or the "**Board**"). The members of the Board of Trustees (whether one or many, the "**Trustees**") shall be elected as stated in the Bylaws. The Member shall have the authority to remove any or all of the Trustees, with or without cause. The Member may authorize the Board to remove a member of the Board of Trustees. If a trustee is removed by the Member, then the Member shall appoint the successor Trustee who shall take office upon appointment; otherwise, the Board shall elect the successor Trustee who shall take office upon his/her election.

**Section 5.2. Voting.** A quorum of the Board shall consist of one-third of the number of voting Trustees then serving or a minimum of two members. The affirmative vote of a majority of the trustees at any meeting at which quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

**Section 5.3. Board of Trustees.** The names and addresses of the current members of the Board of Trustees, who shall serve until their earlier death, disability, resignation or removal, are as follows:

**Name**

Brantley Harvey

**Address**

5915 Benjamin Center Drive  
Tampa, FL 33634

David Mitchell	5915 Benjamin Center Drive Tampa, FL 33634
Jesse Rigby	5915 Benjamin Center Drive Tampa, FL 33634
O.B. Stander	5915 Benjamin Center Drive Tampa, FL 33634
Newton Thomas	5915 Benjamin Center Drive Tampa, FL 33634
Daniel Thompson	5915 Benjamin Center Drive Tampa, FL 33634

#### **ARTICLE VI – AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended or restated by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

#### **ARTICLE VII – AMENDMENTS TO BYLAWS**

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the amendment to the Bylaws shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved in writing by the Member following the Board's vote, in which case the amendment to the Bylaws shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. If the Board adopts an amendment to the Bylaws which has not been approved in advance and in writing by the Member, then within ten (10) business days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide the Board with written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended Bylaws to the Member.

#### **ARTICLE VIII – REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent and office of the Corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
David J. Hull, Esq.	225 Water Street, Suite 1800 Jacksonville, FL 32202

## ARTICLE IX – REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted promptly after the end of the Corporation's fiscal year or more frequently as the Member may request.

## ARTICLE X – ACTIONS REQUIRING MEMBER'S CONSENT

The Corporation may not take any of the following actions without obtaining the advance written consent of the Member:

- (a) the addition of additional members of the Corporation;
- (b) the opening or closing of any of the Corporation's offices;
- (c) the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description;
- (d) the sale or other transfer of all, or substantially all, of the assets of the Corporation;
- (e) the Corporation's merger with, or acquisition of, any other entity;
- (f) the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation, unless approved in advance and in writing by the Member;
- (g) the termination of the activities or dissolution of the Corporation; OR
- (h) the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

D. The Board of Directors of this Corporation was entitled to vote on these amendments, subject to approval by the Sole Member. The number of votes cast by the Board of Directors for the amendments was sufficient for approval, and the Sole Member approved the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on August 27, 2015.

By:   
[President Name], President

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

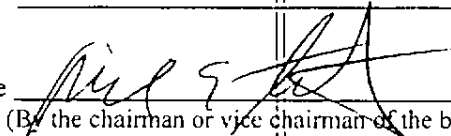
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 JUNE 29, 2017

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)

MICHAEL THORNTON

(Typed or printed name of person signing)

PRESIDENT & CEO

(Title of person signing)