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*Amend & Rest.*

C.COULLIETTE

JUN 14 2010

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Achievement Rewards for College Students Foundation

**DOCUMENT NUMBER:** N10000000421

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

Please return all correspondence concerning this matter to the following:

Janet Dickinson

(Name of Contact Person)

ARCS Foundation - Tampa Bay

(Firm/ Company)

1413 E. Idlewild Ave  
~~3702 Spectrum Boulevard, Suite 175~~

(Address)

Tampa, FL 33604

(City/ State and Zip Code)

arcs.tampabay@gmail.com

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

For further information concerning this matter, please call:

Susan H. Churuti

(Name of Contact Person)

at ( 813 ) 273-6677

(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

CK # 1007

*Amended & Restated*

Articles of Amendment  
to  
Articles of Incorporation  
of

Achievement Rewards for College Scientists Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000000421

(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:**

*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)*

**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)

(City)

, Florida

(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

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

of

**ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS FOUNDATION, INC  
TAMPA BAY CHAPTER**

In Compliance with Chapter 617, Fla. Stat., (Not for Profit), as amended, the undersigned, desiring to incorporate a nonprofit corporation, hereby certify that:

**ARTICLE I**

**Section 1.1. Name.** The name of the corporation is Achievement Reward for College Scientists Foundation, Inc., Tampa Bay Chapter (the "Corporation").

**ARTICLE II**

**Section 2.1. Principal Office.** The principal street and mailing address of the Corporation is:

ARCS Foundation – Tampa Bay  
c/o University of South Florida  
3702 Spectrum Boulevard, Suite 175  
Tampa, Florida 33612-9444

**ARTICLE III**

**Section 3.1. Purpose.** The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code.

**Section 3.2. Distribution of Assets.** 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 Code, or the corresponding section of any future federal tax code.

**ARTICLE IV**

**Section 4.1. Members.** The Corporation is a membership organization. The categories of membership shall be:

- A. Active members
- B. Associate members
- C. Honorary members
- D. Others as determined by a vote of the chapter membership

**Section 4.2. Member Eligibility.** Eligibility requirements for membership shall be set forth in the Bylaws.

**Section 4.3. Board of Directors.** The active members of the Corporation shall elect the Board of Directors as provided by the Bylaws of the Corporation.

**Section 4.4. Initial Directors and Officers.**

President	Karen Krymski 4501 7 <sup>th</sup> Avenue Tampa, FL 33604
Vice President/President Elect	Linda Seefeldt 4490 40 <sup>th</sup> Street South St. Petersburg, FL 33711
Secretary	Elaine Smalling 244 2 <sup>nd</sup> Avenue N., Suite 201 St. Petersburg, FL 33701
Treasurer	Janet Dickinson 1413 E. Idlewild Avenue Tampa, FL 33604

ARTICLE V <sup>IC</sup> *Kah*

**Section 5.1. Registered Agent.** The registered agent of the Corporation is Karen A. Holbrook, Ph.D., Vice President for Research & Innovation, and is located at the following address:

3702 Spectrum Boulevard, Suite 175  
Tampa, Florida 33612-9444

ARTICLE VI <sup>IC</sup> *Kah*

**Section 6.1. Incorporator.** The incorporator of the Corporation is Susan H. Churuti, Esq., and is located at the following address:

One Tampa City Center, Suite 2700  
Tampa, Florida 33602

*Karen A. Holbrook*  
Signature/Registered Agent

6/7/10  
Date

*S. H. Churuti*  
Signature/Incorporator

5-11-10  
Date

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Section 3.1 of the Articles of Incorporation should be amended and restated in its entirety  
to read as follows:

"Section 3.1. Purpose. The Corporation is organized exclusively for charitable, educational,  
and scientific purposes, including, for such purposes, the making of distributions to  
organizations that qualify as exempt organizations under section 501(c)(3) of the Internal  
Revenue Code (the "Code"), or corresponding section of any future federal tax code."

The date of each amendment(s) adoption: May 11, 2010

*(date of adoption is required)*

Effective date if applicable: \_\_\_\_\_

*(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 May 11, 2010

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)

Karen Krymski

(Typed or printed name of person signing)

President

(Title of person signing)

**RESOLUTION OF THE EXECUTIVE COMMITTEE**  
**(Achievement Reward for College Scientists Foundation, Inc.)**

THE EXECUTIVE COMMITTEE OF THE ACHIEVEMENT REWARD FOR COLLEGE SCIENTISTS FOUNDATION, INC., a Florida not-for-profit corporation ("ARCS"), pursuant to the provisions of ARCS Articles of Incorporation and Bylaws, being the members of the Executive Committee of ARCS (the "Executive Committee"), do hereby resolve and adopt the following, and take the following actions, which resolutions and actions:

**BE IT RESOLVED BY THE EXECUTIVE COMMITTEE OF THE ACHIEVEMENT REWARD FOR COLLEGE SCIENTISTS FOUNDATION, INC.:**

**SECTION 1.** It is hereby found and determined that:

(A) ARCS previously approved its Articles of Incorporation which were filed on January 14, 2010 with the Florida Department of the State, Division of Corporations (the "Articles"); and

(B) Section 3.1 of the Articles outlines the purpose of the ARCS; and

(C) ARCS currently has its 501(c)(3) status application on review with the Internal Revenue Service (the "IRS"), and the IRS has suggested amendments to Section 3.1 of the Articles in order to complete such application; and

(D) ARCS now desires to amend Section 3.1 of the Articles to take into account all suggested amendments from the IRS, such amended text which is attached hereto as Exhibit A.

**SECTION 2.** ARCS hereby approves the Articles of Amendment, in the form submitted to this meeting and attached hereto as Exhibit A. The President or Vice President is hereby authorized and directed to execute the Articles of Amendment. The execution thereof by the President or the Vice President shall constitute conclusive evidence of the approval thereof.

**SECTION 3.** All prior resolutions of the Corporation inconsistent with the provisions of this Resolution are hereby modified, supplemented and amended to conform with the provisions herein contained and except as otherwise modified, supplemented and amended hereby shall remain in full force and effect.



**SECTION 4.** This Resolution shall become effective immediately upon its adoption.

**ADOPTED** this 11<sup>th</sup> day of May, 2010.

<u>Executive Committee Member</u>	<u>For</u>	<u>Against</u>
Karen Krymski	X	_____
Linda Seefeldt	X	_____
Elaine Smalling	X	_____
Janet Dickinson	X	_____
	_____	_____

**EXHIBIT A**  
**ARTICLES OF AMENDMENT**