

U1000002238

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700171991457

03/29/10--01008--022 **43.75

FILED
10 MAR 29 AM 6:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rmen
2/20/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MERIDIAN ASSOCIATES COUNSELING AND PREVENTION SERVICES, INC.

DOCUMENT NUMBER: N10000002238

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

Please return all correspondence concerning this matter to the following:

Evelyn E. Clegg, MSW

(Name of Contact Person)

Meridian Associates Counseling and Prevention Services, Inc.

(Firm/ Company)

2582 Maguire Road

(Address)

Ocoee, Florida 34761

(City/ State and Zip Code)

eeclegg@aol.com

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

For further information concerning this matter, please call:

Evelyn E. Clegg, MSW

(Name of Contact Person)

at (407) 496-2192

(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

Meridian Associates Counseling and Prevention Services, Inc.

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

N10000002238

(Document Number of Corporation (if known))

FILED
10 MAR 29 AM 6:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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>
D	Samatha G. Schwing, MBA	2582 Maguire Road, Suite 179 Ocoee, Florida 34761	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
D	Dolores A. Garnett	2582 Maguire Road, Suite 179 Ocoee, FL 34761	<input checked="" 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)

Amendments for Article III, IV, V, VI, VII, VIII & IX are attached on page 4 of this document

under the title of "Meridian Associates Counseling and Prevention Services, Inc.

Amendment to Articles: Document # N10000002238 filed on March 4, 2010.

The date of each amendment(s) adoption: March 26, 2010
(date of adoption is required)

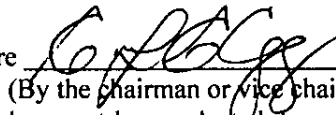
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 March 24, 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)

Evelyn E. Clegg

(Typed or printed name of person signing)

President

(Title of person signing)

MERIDIAN ASSOCIATES COUNSELING AND PREVENTION SERVICE, INC.
AMENDMENT TO ARTICLES: DOCUMENT # N10000002238
FILED ON MARCH 4, 2010

ARTICLE III
PURPOSE

The mission of Meridian Associates Counseling and Prevention Service, Inc. is to provide mental health and substance abuse counseling services for at-risk individuals, families and groups to enable them to improve their quality of life and contribution to society.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV
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 Meridian Associates Counseling and Prevention Services 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 Meridian Associates Counseling and Prevention Service, Inc. 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, Meridian Associates Counseling and Prevention Service, Inc. 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.

ARTICLE V
ELECTION/APPOINTMENT OF DIRECTORS

Directors shall be elected by the members at the annual meeting of the membership. Directors of the initial board shall serve until the first annual meeting, at which time their successors will be duly elected and qualified, or removed as provided in the bylaws.

The eligibility, rights and obligations of the members will be determined by the organization's bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is five (5); their names and addresses are as follows:

Chair:

Evelyn E. Clegg, MSW
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director:

Maria Hart-DuBard
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director

Samatha G. Schwing, MBA
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director:

Fay Hurdle
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director:

Michael Schwing, LCSW
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director:

Sherri Claudio, LCSW
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

Director:

Dolores A. Garnett
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, 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.

**ARTICLE VII
DISSOLUTION**

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.

**ARTICLE VIII
REGISTERED AGENT**

The name of the Registered Agent shall be Evelyn E. Clegg, an individual resident of the State of Florida. The mailing address of the Registered Agent shall be 2582 Maguire Road, Suite 179, Ocoee, Florida 34761.

**ARTICLE IX
INCORPORATOR**

The Incorporator of this corporation is:

Evelyn E. Clegg, MSW
2582 Maguire Road, Suite 179
Ocoee, Florida 34761

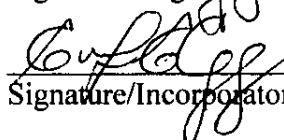
Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

3/24/10

Date



Signature/Incorporator

3/24/10

Date