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AND
FILED

10 APR 12 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/13/10
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jacob Phelps Foundation Inc.

DOCUMENT NUMBER: 10000002816

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

Please return all correspondence concerning this matter to the following:

Dale M. Gregory

(Name of Contact Person)

Jacob Phelps Foundation, Inc.

(Firm/ Company)

2131 Acorn Palm Road

(Address)

Boca Raton, Florida 33432

(City/ State and Zip Code)

gregory1@bellsouth.net

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

For further information concerning this matter, please call:

Dale Gregory

(Name of Contact Person)

at (561) 2128385

(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

Jacob Phelps Foundation

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

10000002816

(Document Number of Corporation (if known))

APPROVED
FILED
10 APR 12 PM 1:32
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)

_____, Florida
(City) (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

(Attach additional sheets, if necessary)

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Replace the current articles of incorporation with the attached new articles of incorporation

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: March 18, 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 April 9, 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)

Dale M. Gregory

(Typed or printed name of person signing)

Secretary Treasurer

(Title of person signing)

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not For Profit)

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

First: The name of the Corporation shall be Jacob Phelps Foundation.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Boca Raton, Palm Beach County.

Third: The principal address and mailing address is:
2131 Acorn Palm Road, Boca Raton, Florida 33432

Fourth: Said corporation is organized exclusively for charitable, religious, 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, or the corresponding section of any future federal tax code.

Fifth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Mary Phelps, 1674 S.W. Union Street, Oak Harbor, Washington 98277

Ben Phelps, 1674 S.W. Union Street, Oak Harbor, Washington 98277

Dale Gregory, 2131 Acorn Palm Road, Boca Raton, Florida 33432

Sixth: 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 Third 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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

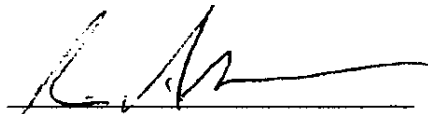
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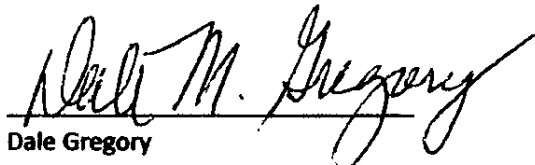
Seventh: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state 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.

Eighth: Directors are appointed by the President or Co-President for a term of one year or as determined by the President or Co-President, whichever is the shorter period.

In witness whereof, we have hereunto subscribed our names this day of 18 March 2010.


Mary Phelps

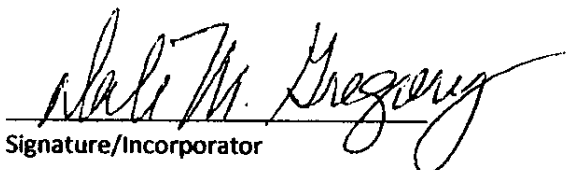

Ben Phelps


Dale Gregory

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

3/18/10
Date


Signature/Incorporator

3/18/10
Date

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Jacob Phelps Foundation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dale M. Gregory
Name (Printed or typed)

2131 Acorn Palm Road
Address

Boca Raton, Florida 33432
City, State & Zip

561-362-9868
Daytime Telephone number

gregory1@bellsouth.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.