

N10000003691

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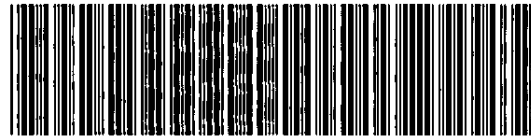
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2010 JUN 17 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB JUN 18 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FIRST PRIORITY of Central Florida Inc

**DOCUMENT NUMBER:** N10000003691

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

Please return all correspondence concerning this matter to the following:

Frank J DiPietro  
(Name of Contact Person)

Frank J DiPietro CPA PA  
(Firm/ Company)

11225 Oakshore Lane  
(Address)

Clermont, FL 34711  
(City/ State and Zip Code)

Frank@MyFJD CPA.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frank J DiPietro at ( 352 ) 255-3706  
(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<br>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

FIRST PRIORITY of Central Florida Inc.

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

N10000003691

(Document Number of Corporation (if known))

FILED  
2010 JUN 17 PM 2:47  
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**)*

PO Box 121147

Clermont, FL 34712

**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*

*(Attach additional sheets, if necessary)*

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

1. *What is the main purpose of the study?*  
 2. *What are the research objectives?*  
 3. *What is the research methodology?*  
 4. *What are the findings of the study?*  
 5. *What are the conclusions of the study?*  
 6. *What are the limitations of the study?*  
 7. *What are the implications of the study?*  
 8. *What are the future research directions?*  
 9. *What are the contributions of the study?*  
 10. *What are the key words of the study?*

AMENDED and RESTATED  
ARTICLES OF INCORPORATION  
OF

*FIRST PRIORITY of Central Florida Inc.*  
(A Florida Nonprofit Organization)

WHEREAS FIRST PRIORITY of Central Florida Inc. desires to amend and restate the Articles of Incorporation of FIRST PRIORITY of Central Florida Inc; and

WHEREAS, the Board of Directors has the authority to amend the Articles of Incorporation pursuant to Article 617.1002 Florida Statutes; and

WHEREAS, these Amended and Restated Articles of Incorporation shall fully supercede any and all previously filed Articles of Incorporation for this Corporation.

The undersigned, pursuant to 617.1007, Florida Statutes, adopt the following Amended and Restated Articles of Incorporation for said Corporation:

ARTICLE I

Name

The name of the corporation is FIRST PRIORITY Central Florida Inc.

ARTICLE II

The Principal place of business is:

13202 Long Pine Trail  
Clermont, FL 34711

The mailing address is:

PO Box 121147  
Clermont, FL 34712

### ARTICLE III

#### Purpose

The purposes for which the corporation is formed and the powers it may exercise follow:

To promote Christian values on school campuses by providing junior and senior high students an opportunity to form groups and develop alternative ways of dealing with issues that they face;

To form a network of multi-denominational youth pastors and churches, parents, and business leaders working together to make an impact on students' lives and providing alternatives to influences such as drugs, alcohol, gangs, and other negative peer groups;

To provide extracurricular activities for students, parents, and their communities by supporting the development of similar organizations at schools in surrounding counties;

To solicit, collect, receive and administer funds exclusively for such purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To administer and distribute the corporation's income and assets in such manner as in the Director's judgment will best promote its objectives and purposes; and

To exercise any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Florida Not For Profit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended, or (ii) an organization's contributions which are deductible under Section 170( c )(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE IV

The manner in which directors are elected or appointed is as provided for in the bylaws.

#### ARTICLE V

##### Registered Office and Resident Agent

The name and Florida street address of the registered agent is:

Name  
James A Hevener

Address  
13202 Long Pine Trail, Clermont, FL 34711

#### ARTICLE VI

##### Incorporator

The name and address of the Incorporator is as follows:

Name  
James A Hevener

Address  
13202 Long Pine Trail, Clermont, Florida 34711

#### ARTICLE VII

##### First Board of Directors

The names and addresses of the members of the first Board of Directors of the corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
DIR	James A Hevener	13202 Long Pine Trail, Clermont, FL 34711
DIR	Michael B Cummings	3294 Park Branch Avenue, Clermont, FL 34711
DIR	Matthew Mobley	2714 Pine Shadow Lane, Clermont, FL 34711
DIR	Sheri Spivey	1131 Bluegrass Drive, Clermont, FL 34711
DIR	Jamie Barkley	1705 E Highway 50, Clermont, FL 34711

## ARTICLE VIII

### Effective Date

The effective date for this corporation shall be:

04/13/2010

## ARTICLE IX

### Form of Organization and Financing

The corporation is formed on a non-stock, directorship basis:

The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles and for no other purpose.

## ARTICLE X

### Limitation of Volunteer Directors' Liability

A volunteer director shall not be personally liable to the corporation for monetary damages for breach of the director's fiduciary duty, except that a volunteer director's liability is not limited for:

- (1) a breach of the director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director derived an improper personal benefit; or
- (4) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such.

## ARTICLE XI

### Indemnification of Directors and Officers

The corporation may indemnify its present and past directors, officers,



employees and agents, and such other persons as it shall have the power to indemnify, to the fullest extent permitted under the laws of the State of Florida as they now exist or may hereafter be amended, but subject to any limitations provided in the corporation's bylaws.

## ARTICLE XI

### Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax exempt purposes. No part of the income or assets of the corporation shall inure to the private benefit of any individual or director. If the corporation's purposes fail or if the corporation ceases to be approved as a tax exempt organization under the Internal Revenue Code, and any such defect is not cured by the appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations as the directors shall designate as best accomplishing the purposes for which the corporation was formed, provided that the organizations receiving such assets are qualified as tax exempt under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

## ARTICLE XII

### Restrictions and Limitations

The corporation shall be organized and operated so as not to constitute a "private foundation" under the provisions of Section 509 of the Internal Revenue Code as it now exists or may hereafter be amended. Without limiting the foregoing general prohibition, the following shall apply:

(1) No part of the net assets or earnings of the corporation shall inure to the benefit of any private individual, firm or corporation;

(2) No substantial part of the corporation shall be to carry on propaganda or to otherwise attempt to influence legislation;

(3) The corporation shall not intervene in any political campaign on behalf of any candidate for public office;

(4) The income and/or principal of the corporation shall be distributed in such manner and at such times as not to subject the corporation to taxes on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(5) The corporation shall not engage in or permit any act of self-dealing; as such term is defined in Section 4941 (d) of the Internal Revenue Code;

(6) The corporation shall no make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code;

(7) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code beyond the period permitted therein for the disposition of such excess business holdings; and

(8) The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

### ARTICLE XIII

#### Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

WE HEREBY CERTIFY that these Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors at a meeting of the Directors held on the 8th day of June, 2010.

#### WITNESSES

Sheri L. Spivey  
Witness Signature

Print name: Sheri L. Spivey

Michael Cummings  
Witness Signature

Print name: MICHAEL CUMMINGS

#### FIRST PRIORITY of Central Florida Inc

James A. Heuener  
President Signature

Print name: JAMES A. HEUENER

Address: 13202 LONG PINE TRL  
CLERMONT, FL

Date: 6-8-10

#### ATTEST:

Matthew L. Mobley  
Secretary Signature

Print name: Matthew L. Mobley

Address: 2714 Pine Shadow Ln  
Clermont, FL 34711

Date: 6-8-10

Sheri L. Spivey  
Witness Signature

Print name: Sheri L. Spivey

Michael Cummings  
Witness Signature

Print name: MICHAEL CUMMINGS

The date of each amendment(s) adoption: June 8, 2010

*(date of adoption is required)*

Effective date if applicable: June 8, 2010

*(no more than 90 days after amendment file date)*

**Adoption of Amendment(s)**

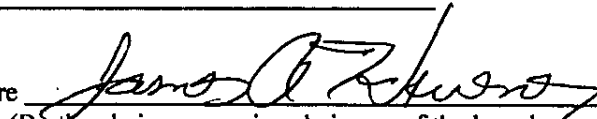
**(CHECK ONE)**

☐ 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 06/08/2010

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)

James A Hevener

(Typed or printed name of person signing)

President

(Title of person signing)