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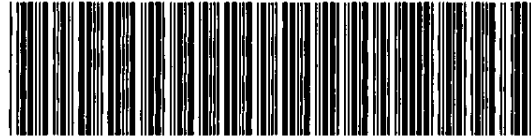
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amber Baker
MC
1/24/12
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Modern Military Spouse, Inc.

DOCUMENT NUMBER: N10000004615

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

Please return all correspondence concerning this matter to the following:

Donna Huneycutt

(Name of Contact Person)

Wittenberg Weiner Consulting, LLC

(Firm/ Company)

5304 Clouds Peak Drive

(Address)

Lutz, FL 33558

(City/ State and Zip Code)

donna.huneycutt@ww-consult.com

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

For further information concerning this matter, please call:

Donna Huneycutt

(Name of Contact Person)

at (813) 639-8658

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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

Modern Military Spouse, Inc

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

N10000004615

(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:

In Gear Career, Inc.

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:

(Florida street address)

New Registered Office 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

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☐ Remove V Mike Jones
☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Rodney Faldyn</u>	<u>5304 Clouds Peak Drive</u> <u>Lutz, FL 33558</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Rajesh Kapoor</u>	<u>5304 Clouds Peak Drive</u> <u>Lutz, FL 33558</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Jake McFerren</u>	<u>5304 Clouds Peak Drive</u> <u>Lutz, FL 33558</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <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)

see attached

The date of each amendment(s) adoption: January 16, 2012

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

1/16/2012

Signature

Donna Huneycutt

(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)

Donna Huneycutt

(Typed or printed name of person signing)

Director, Vice Chair and Secretary

(Title of person signing)

Amended and Restated Articles of Incorporation

OF

In Gear Career, Inc., (formerly Modern Military Spouse, Inc.)

The Board of Directors of the aforementioned non profit corporation, has adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be changed from Modern Military Spouse, Inc. to In Gear Career, Inc., headquartered at 5304 Clouds Peak Dr., Lutz, FL 33558 with a mailing address at 3837 Northdale Blvd., Suite 368, Tampa, FL 33624.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable and educational purposes, more specifically to promote and advance the employment, career development, and networking opportunities for U.S. Department of Defense spouses and similarly-situated spouses of U.S. Government employee spouses across the full range of professional occupations through the exchange of accurate information, online and on-ground community building efforts, and advocacy programs targeting relevant issues. To this end, the corporation shall at all times be operated exclusively for charitable 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 qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation 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.

3. Notwithstanding any other provision of these articles, the corporation 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 IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in 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 Board of Directors as of the date hereof is 5, their names and addresses being as follows:

Lauren G. Weiner, 17204 Journey's End Dr., Odessa, FL 33556, initial term as member of the board to expire Jan 16, 2015

Donna S. Huneycutt, 5304 Clouds Peak Dr., Lutz., FL 33558, initial term as member of the board to expire Jan 16, 2014

Rodney L. Faldyn, 1800 N Mason Rd., Katy, TX 77449-2826, initial term as member of the board to expire Jan 16, 2014

Jacob McFerren, PSC 813 Box 149, FPO AE 09620. initial term as member of the board to expire Jan 16, 2013

Rajesh "Sheik" Kapoor, 7650 Edinborough Way, Edina, MN 55435, initial term as member of the board to expire Jan 16, 2013

Members of the first Board of Directors shall serve or removed as provided in the bylaws.

ARTICLE VI

PERSONAL LIABILITY

No Member of the Board 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 Member of the Board be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII

DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII

REGISTERED AGENT

The Registered Agent for this corporation is

Donna Huneycutt

5304 Clouds Peak Dr.

Lutz, FL 33558

The undersigned certifies that she executes these Amended and Restated Articles for the purposes herein stated.

A handwritten signature in black ink, appearing to read 'Donna S. Huneycutt', written in a cursive style.

Donna S. Huneycutt

Vice Chair and Secretary