

N100000007377

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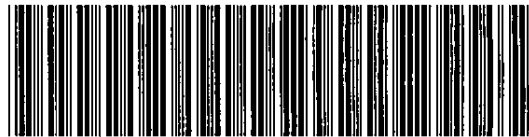
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*Amended &  
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FILED  
2012 SEP 17 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
9/19/12*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: concerned organization for quality education of black students, inc.

DOCUMENT NUMBER: N10000007377

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

Please return all correspondence concerning this matter to the following:

Ricardo Davis

(Name of Contact Person)

COQEBS

(Firm/ Company)

5830 28th Street South

(Address)

Saint Petersburg, FL 33712

(City/ State and Zip Code)

rick.davis27@verizon.net

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

For further information concerning this matter, please call:

Ricardo Davis

(Name of Contact Person)

at ( 727 ) 460-3540

(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 is<br>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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**CONCERNED ORGANIZATION FOR QUALITY EDUCATION OF BLACK  
STUDENTS, INC.**

FILED  
2012 SEP 17 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as a director of Concerned Organization for Quality Education of Black Students, Inc. (the "Corporation"), a Florida Not For Profit corporation, formed pursuant to Chapter 611, *Florida Statutes* (the "Act"), whose date of filing of the Articles of Incorporation was August 4, 2010, and on August 29th, 2012, the following amendments were adopted by the Board of Directors of the Corporation, and hereby sets forth the following Amended and Restated Articles of Incorporation, duly executed and filed pursuant to the Act:

**ARTICLE I**

**NAME AND ADDRESS**

(1) The name of the corporation is Concerned Organization for Quality Education of Black Students, Inc. The current name is a slight change from the Corporation's initial name, which was Concerned Organization for the Quality Education of Black Students, Inc.

(2) The principal place of business of the Corporation is 6709 29<sup>th</sup> Street South, St. Petersburg, Florida 33712. The mailing address of the Corporation is P.O. Box 35311, St. Petersburg, Florida 33705.

**ARTICLE II**

**PURPOSES, RIGHTS, AND POWERS**

(1) This Corporation is a Florida Not for Profit corporation organized for educational and charitable purposes. The specific objectives and purposes for which this Corporation is organized are:

(a) To promote, advance, and monitor public education of black students in Pinellas County and other regions within the Tampa Bay area.

(b) To ensure that the Pinellas County School Board fulfills its commitment to provide quality education for black students; as well as work to close the achievement gap between black and non-black students enrolled in Pre-K through Post Secondary school.

(c) To support, generally, through educative and other efforts, those public and private non-profit educational institutions in which black students are enrolled. Specifically, these efforts will include, but are not limited to, student achievement, association, discipline, quality of education, and diversity.

(2) This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, literary, and educational purposes as described in

Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

(3) 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 be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign of or in opposition to any candidate for public office.

(4) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

(5) Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest, and reinvest the principal and/or income there from or distribute the same for the above purposes.

### **ARTICLE III**

#### **LIMITATIONS**

(1) 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 n 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code.

(2) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

(3) The Corporation will not engage in any act of self-dealing as defined in Code Section 4941 (d), or the corresponding section of any future federal tax code.

(4) The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code,

(5) The Corporation will not make any investments in a manner as to subject

it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

(6) The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

#### **ARTICLE IV**

##### **DISTRIBUTION OF ASSETS ON DISSOLUTION**

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this Corporation, distribute all remaining assets of the Corporation exclusively to "qualified organizations," as described in Code Sections 501(c)(3), 509(a)(1), and 509(a)(2), or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively, for one or more exempt or public purposes.

#### **ARTICLE V**

##### **MEMBERS**

(1) The Corporation shall have members whose qualifications and voting rights shall be set forth in this Corporation's Bylaws.

(2) The Corporation shall have two classes of membership: organizational and individual.

(3) Organizational members may be any organization, corporation, unincorporated association, or other group the Corporation may recognize with the desire to see the quality of education for black students enhanced. The Corporation may set the amount charged for dues for organizational members.

(4) Individual members may be any natural person(s) who desire to join and further the Corporation's objectives. The Corporation may set the amount charged for dues for organizational members.

#### **ARTICLE VI**

##### **OFFICERS AND DIRECTORS**

(1) The term, voting rights, qualifications, and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws, and the laws of the State of Florida.

(2) The officers of this Corporation shall consist of a Chairman of the Board and President, one or more Vice-Presidents, a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries, and other officers of this Corporation as the Board of Directors deems necessary.

(3) The Board of Directors shall elect officers at a Board Meeting to be scheduled in the final quarter of each calendar year, and may at any other meeting fill any officer vacancy.

(4) The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

(5) The initial officers and Directors of the Corporation shall be:

(a) Ricardo A. Davis, who shall serve as President and Board Chairman, and whose address is 5830 28th Street South, St. Petersburg, FL 33712.

(b) Clarence C. Givens, who shall serve as Vice President, and whose address is 2027 26<sup>th</sup> Street South, St. Petersburg, Florida 33712.

(c) Beverly A. Hicks, who shall serve as Secretary, and whose address is 194 51<sup>st</sup> Avenue South, St. Petersburg, Florida 33705.

(d) Willie Foster, who shall serve as Treasurer, and whose address is 3000 Desoto Way South, St. Petersburg, Florida 33712.

(e) Henry Oliver, Jr., whose address is 2942 63rd Avenue South, St. Petersburg, Florida 33712.

(f) Clarence Welch, whose address is 1640 27<sup>th</sup> Avenue South, St. Petersburg, Florida 33712.

(g) Preston D.H. Leonard, whose address is 2720 12th Avenue South, St. Petersburg, Florida 33712.

(h) Marshall Lester, Jr., whose address is 5659 Dr. MLK. Street South, St. Petersburg, Florida 33705.

(i) Watson L. Haynes, II, whose address is 6109 29<sup>th</sup> Street South, St. Petersburg, Florida 33712.

(j) Vyrlle Davis, who shall serve as Chairman Emeritus, whose address is 3521 Fairfield Avenue South, St. Petersburg, Florida 33711.

## **ARTICLE VII**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

## **ARTICLE VIII**

### **BYLAWS**

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors. or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

## **ARTICLE IX**

### **INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation may amend, alter, or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

## **ARTICLE XI**

### **REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is Guy M. Burns, 403 E. Madison Street, Suite 400, Tampa, Florida 33602.

## **ARTICLE XII**

### **INCORPORATOR**

The name and street address of the initial incorporator for these Articles of Incorporation is Clarence C. Givens, 2021 26<sup>th</sup> Street South, St. Petersburg, Florida 33712.

## **ARTICLE XIII**

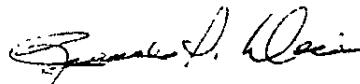
### **INDEMNIFICATION**

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred by him or her in connection with any claim against him or her, or, any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against any such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of Directors, or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

IN WITNESS WHEREOF, the undersigned subscribed his name this 29th day of August, 2012.

8/29/2012

X



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Ricardo A. Davis  
Chairman



Articles of Amendment  
to  
Articles of Incorporation  
of

Concerned Organization for the Quality of Education of Black Students, Inc.

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

N10000007377

(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:**

Concerned Organization for Quality Education of Black Students, 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**)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**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:

N/A

(Florida street address)

New Registered Office Address:

N/A

(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)*

*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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Ricardo A. Davis</u>	<u>5830 28th Street South</u> <u>Saint Petersburg</u> <u>Florida, 33712</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Clarence C. Givens</u>	<u>2027 26th Street South</u> <u>Saint Petersburg</u> <u>Florida, 33712</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Beverly A. Hicks</u>	<u>194 51st Avenue South</u> <u>Saint Petersburg</u> <u>Florida, 33705</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Willie Foster</u>	<u>3000 Desoto Way South</u> <u>Saint Petersburg</u> <u>Florida, 33712</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Henry Oliver, Jr.</u>	<u>2942 63rd Avenue South</u> <u>Saint Petersburg</u> <u>Florida, 33712</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Clarence Welch</u>	<u>1640 27th Avenue South</u> <u>Saint Petersburg</u> <u>Florida, 33712</u>

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

**See Attachment.**

The date of each amendment(s) adoption: August 29, 2012

Effective date if applicable: August 29, 2012

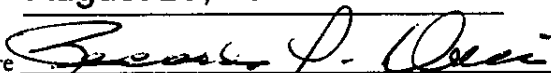
*(no more than 90 days after amendment file date)*

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 August 29, 2012

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)

Ricardo A. Davis

(Typed or printed name of person signing)

President/Chairman

(Title of person signing)