

U10000007448

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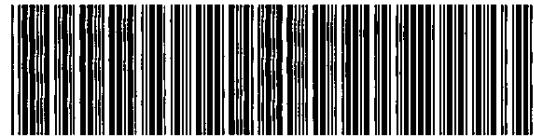
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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AND  
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AND  
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*Handwritten signature and date: 9/15/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** CORE SOUTHEAST, INC.

**DOCUMENT NUMBER:** N10000007448

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

Please return all correspondence concerning this matter to the following:

Sean G. DeVries

(Name of Contact Person)

(Firm/ Company)

155 South Court Avenue, Suite 1402

(Address)

Orlando, Florida 32801

(City/ State and Zip Code)

seangdevreis@gmail.com

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

For further information concerning this matter, please call:

Sean G. DeVries

(Name of Contact Person)

at ( 781 ) 866-9555

(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

FILED  
10 AUG 23 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

CORE SOUTHEAST, Inc.

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

N10000007448

(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:**

CORE National, 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**)

1023 West Colonial Drive

Orlando, Florida 32804

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

1023 West Colonial Drive

Orlando, Florida 32804

**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:

Sean G. DeVries

New Registered Office Address:

155 South Court Ave, Suite 1402

(Florida street address)

Orlando

(City)

Florida 32801

(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>
_____	<u>Please refer to attachment</u>	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input 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)*

Article I - Change the name of the organization. \_\_\_\_\_

Article II - Change the address of the organization. \_\_\_\_\_

Articles III - Change to Duration \_\_\_\_\_

Article IV - Change to Purpose with additional wording \_\_\_\_\_

Article V - Change to Election of Corporate Directors \_\_\_\_\_

Article VI - Change to New Description of Powers \_\_\_\_\_

Article VII - Change to NonDiscriminatory Policy \_\_\_\_\_

Article VIII - Change to information on Meetings. \_\_\_\_\_

Article IX - New for Incorporators \_\_\_\_\_

Article X - New for First Board of Directors \_\_\_\_\_

Article XI - New for Dissolution; Article XII - New for Membership; Article XIII - New for  
 Amendments of Articles; Article XIV - New for Amendment of ByLaws; Article XV - New for  
 Severability; Article XVI- New for Counterparts; Article XVII - New for Termination  
 \_\_\_\_\_

Article XVIII - New for Governing Law \_\_\_\_\_

Article XIX - New for Descriptive Headings \_\_\_\_\_

Article XX - New for Initial Registered Agent And Office \_\_\_\_\_

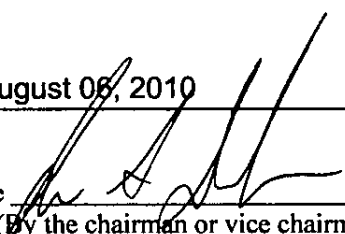
The date of each amendment(s) adoption: August 06, 2010

Effective date if applicable: August 06, 2010 (date of adoption is required)  
(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 06, 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)

Sean G. DeVries  
(Typed or printed name of person signing)

Chairman  
(Title of person signing)

CORE National, Inc.  
1023 West Colonial Drive  
Orlando, Florida 32804

Document No. N10000007448

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:

Title Name Address Type of Action

Please change the following for the attached:

Sean G, DeVries 155 South Court Avenue Suite 1402 Orlando, Florida 32801	Add the title of Chairman
---	---------------------------

Frank Ruiz 155 South Court Avenue Suite 1402 Orlando, Florida 32801	Add the title of Vice-Chairman
--	--------------------------------

Michael L. Tufarelli 7025 CR 46A Heathrow, Florida 32746	Add the title of Director
--	---------------------------

Please add the following Directors:

John DeVries 2375 Flamingo Way Winter Park, Florida 32792	Add the title of Director
---	---------------------------

Bernard T. Long Post Office Box 520778 Longwood, Florida 32752-0778	Add the title of Director
---	---------------------------

**ARTICLES OF INCORPORATION**  
**In Compliance with Chapter 617, F.S., (Not for Profit)**  
**CORE National, Inc.**  
**A Florida Not For Profit**  
**Community Development Corporation**

**ARTICLE ONE**  
**NAME OF CORPORATION**

The name of the Corporation Not For Profit shall be

CORE National, INC.

**ARTICLE TWO**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

1023 West Colonial Drive  
Orlando, Florida 32804

**ARTICLE THREE**  
**DURATION**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State Of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE FOUR**  
**PURPOSE**

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

**ARTICLE FIVE**  
**ELECTION OF CORPORATE DIRECTORS**

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than five.

## **ARTICLE SIX POWERS**

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which the corporation is organized, subject to the following:

- a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended heretofore or hereafter.
- b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law.
- c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1954, or



corresponding provisions of any subsequent Federal tax laws.

- h) This corporation shall not issue any type of stock.
- i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- j) No part or any insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- k) No part or any insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- l) In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- m) In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.
- n) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt of organizations described in Section 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

## **ARTICLE SEVEN NONDISCRIMINATORY POLICY**

This corporation, including all of its assistance programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

## **ARTICLE EIGHT MEETINGS**

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

## **ARTICLE NINE INCORPORATORS**

The names and addresses of the Incorporators are

Sean G. DeVries  
155 South Court Avenue  
Suite 1402  
Orlando, Florida 32801

## **ARTICLE TEN FIRST BOARD OF DIRECTORS**

The names and post office addresses of the members of the first Board of Directors all of whom shall hold office until their successors are duly elected and qualified are as follows:

**Chairman:**

Sean G. DeVries  
155 South Court Avenue  
Suite 1402  
Orlando, Florida 32801

**Vice=Chairman:**

Frank Ruiz  
155 South Court Avenue  
Suite 1402  
Orlando, Florida 32801

**Director:**

John DeVries  
2375 Flamingo Way  
Winter Park, Florida 32792

**Director:**

Michael L. Tufarelli  
7025 CR 46A  
Heathrow, Florida 32746

**Director:**

Bernard T. Long  
Post Office Box 520778  
Longwood, Florida 32752-0778

## **ARTICLE ELEVEN DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

## **ARTICLE TWELVE MEMBERSHIP**

The Corporation shall have members and the members of the Corporation will be required to meet the qualifications set forth in the Corporation's Constitution and Bylaws; provided, however, neither the incorporators nor the members of the Corporation shall have any vested right, interest or privilege of, in or to the assets of the Corporation, or any right, interest or privilege which may be inheritable or which shall continue once his membership ceases in the Corporation

## **ARTICLE THIRTEEN AMENDMENT OF ARTICLES**

The Corporation by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

## **ARTICLE FOURTEEN AMENDMENT OF BYLAWS OF THE CORPORATION**

The Corporation, by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner now or hereafter prescribed by law. No amendment, addition, alternation, change or repeal of these Bylaws shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved.

## **ARTICLE FIFTEEN SEVERABILITY**

Whenever possible, each provision of these Articles will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Articles is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any

jurisdiction, such invalidity, illegality, or unenforceability will not effect any other provision or any other jurisdiction, but these Articles will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

#### **ARTICLE SIXTEEN COUNTERPARTS**

These Articles may be executed in separate counterparts, each of which will be an original and all of which taken together will constitute one and the same Articles.

#### **ARTICLE SEVENTEEN TERMINATION**

These Articles will terminate upon the earliest to occur of

- (a) the completion of any voluntary or involuntary liquidation or dissolution of the Company and
- (b) the completion of a Disposition Event.

#### **ARTICLE EIGHTEEN GOVERNING LAW**

ALL QUESTIONS CONCERNING THE CONSTRUCTION, VALIDITY AND INTERPRETATION OF THESE ARTICLES WILL BE GOVERNED BY THE LAWS OF THE STATE OF FLORIDA.

#### **ARTICLE NINETEEN DESCRIPTIVE HEADINGS**

The descriptive headings of this Articles are inserted for convenience only and do not constitute a part of these Articles.

#### **ARTICLE TWENTY INITIAL REGISTERED AGENT AND OFFICE**

The Registered Agent and Registered Office of the Corporation are

Sean G. DeVries  
155 South Court Avenue  
Suite 1402

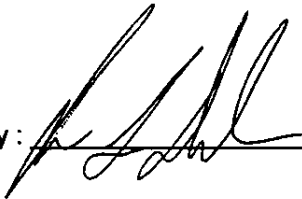
Orlando, Florida 32801

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the Registered Agent of the CORE SouthEast, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this sixth day of August 2010.

By :

A handwritten signature in black ink, appearing to be "J. L. Smith", is written over a horizontal line.