

N/0000010953

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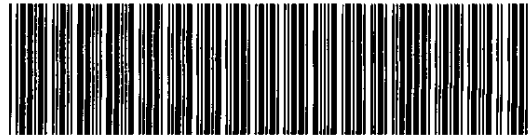
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Baldwin Prep School Family Inc.

DOCUMENT NUMBER: N10000010953

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

Please return all correspondence concerning this matter to the following:

Lisa Forman

(Name of Contact Person)

(Firm/ Company)

10247 Hunt Club Ln.

(Address)

Palm Beach Gardens, FL 33418

(City/ State and Zip Code)

lisa_m_forman@yahoo.com

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

For further information concerning this matter, please call:

Lisa Forman at (561) 676-5406

(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:

☐ \$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

Baldwin Prep School Family Inc.

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

N10000010953

(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:

Baldwin Prep School Family Association, 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:

New Registered Office Address:

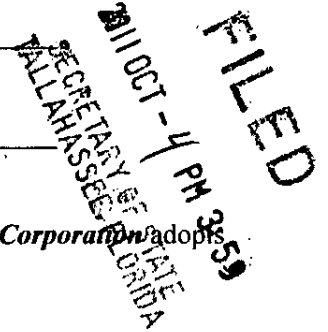
(Florida street address)

_____, 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



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>
P	Lisa Hynes	200 Castlewood Dr. North Palm Beach, FL 33408	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
VP	Lisa Forman	200 Castlewood Dr. North Palm Beach, FL 33408	<input checked="" 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)

****Please see attached amendment****

The date of each amendment(s) adoption: 10/03/2011

(date of adoption is required)

Effective date if applicable: 10/03/2011

(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 10/03/2011

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)

Lisa Forman

(Typed or printed name of person signing)

Vice President

(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION
OF
Baldwin Prep School Family Association, Inc.**

The undersigned Incorporator, being competent to contract, subscribes to and amends the Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

Baldwin Prep School Family Association, Inc. (hereinafter the "Corporation", or the "Organization").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 200 Castlewood Dr., North Palm Beach, FL 33408.

ARTICLE III - Purpose

A. Said Organization 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 corresponding section of any future federal tax code.

B. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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.

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

F. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 200 Castlewood Dr., North Palm Beach, FL 33408, and the name of the initial registered agent of the Corporation at that address is Kelly Parkey.

ARTICLE VI - Officers

A. The initial number of officers of the Executive Board (or "Board") of the Corporation shall be four.

B. The number of officers may be either increased or diminished from time to time by the Board in accordance with the Bylaws of the Corporation, but there shall always be at least three officers.

C. Officers, as such, shall not receive compensation for their services, but may be reimbursed for reasonable expenses incurred in the process of conducting business for the Corporation. The Board may also authorize and require the payment of reasonable expenses incurred by officers in attending meetings of the Board.

D. Nothing in this Article shall be construed to preclude the Officers from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial Officers of the Executive Board are:

<u>Name</u>	<u>Street Address</u>
Linda Koch-Hunt	2273 Ibis Isle Rd. East Palm Beach, FL 33480
Lisa Hynes	8125 Steeplechase Dr. Palm Beach Gardens, FL 33418
Kelly Parkey	204 Longshore Dr. Jupiter, FL 33458
Lisa Forman	10247 Hunt Club Ln. Palm Beach Gardens, FL 33418

F. Officers shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Kelly Parkey	204 Longshore Dr. Jupiter, FL 33458

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

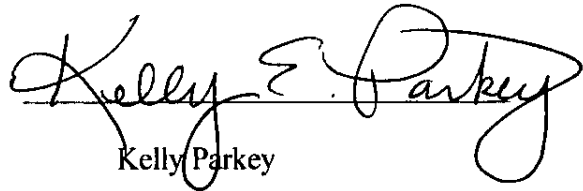
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine.

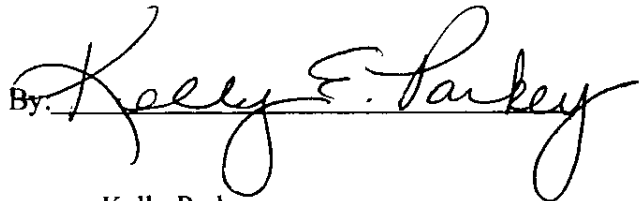
B. Any assets not disposed of by the Board as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of October, 2011.


Kelly Parkey

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Baldwin Prep School Family Association, Inc.

By: 
Kelly Parkey