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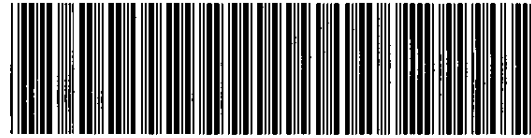
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: All Around Kids, Inc.

DOCUMENT NUMBER: N10000011092

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

Please return all correspondence concerning this matter to the following:

Starlett M. Miller

(Name of Contact Person)

All Around Kids, Inc.

(Firm/ Company)

4451 Havelocke Drive

(Address)

Land O Lakes, FL 34638

(City/ State and Zip Code)

smomiller@gmail.com

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

For further information concerning this matter, please call:

Starlett M. Miller

(Name of Contact Person)

at (813) 952-4896

(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 &
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☐ \$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

**AMENDED ARTICLES OF INCORPORATION
OF
ALL AROUND KIDS, INC.
A Florida Not-for-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is All Around Kids, Inc.

ARTICLE II: REGISTERED OFFICE AND REGISTERED AGENT

The location and principal street address, and the address of this corporation's registered office is 4451 Havelocke Drive, Land O Lakes, Florida 34638. The Registered Agent at that address is Starlett Miller.

ARTICLE III: PURPOSE (AMENDED)

The purpose of this organization is to provide financial assistance to underprivileged and/or at-risk children to enable their involvement in extracurricular activities. This 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.

ARTICLE IV: EXEMPTION REQUIREMENTS (AMENDED)

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

1. The corporation shall not afford any 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 the services rendered to or for the corporation used to carry out the nonprofit corporate purposes set forth in Article III.
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 V: CHANGES IN DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

ARTICLE VI: NAMES OF DIRECTORS AND NAME OF INCORPORATOR

The Board of Directors will consist of seven members, who shall be elected by a majority vote of the members. The full name and contact information of each incorporator/director of this corporation is:

Starlett Miller – Incorporator / President
4451 Havelocke Drive
Land O Lakes, Florida 34638
(813) 952-4896
smomiller@gmail.com

Prianka Nagpal – Vice President
3330 Xenia Street North
St. Petersburg, Florida 33713
(561) 818-0601
prianka.nagpal@gmail.com

Jacqueline Massey - Treasurer
8153 Cedar Creek Drive
New Port Richey, Florida 34638
(727) 845-7799
jmassey9@tampabay.rr.com

Tara Zimmerman - Secretary
4718 W. Anita Boulevard
Tampa, Florida 33611
(570) 814-9098
taraz26@yahoo.com

Andrew Massey
4451 Havelocke Drive
Land O Lakes, Florida 34638
(813) 368-7887
ap.massey1@gmail.com

Angelia Allmon
10800 Brighton Bay Boulevard NE #4308
St. Petersburg, Florida 33716
(727) 424-3966
angieday@gmail.com

Stacy Hatley
8846 Christie Drive
Largo, Florida 33771
(727) 647-4511
stacy.hatley@gmail.com

ARTICLE VII: DURATION (AMENDED)

The duration of the corporate existence shall be perpetual.

ARTICLE VIII: PERSONAL LIABILITY (AMENDED)

No member or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any property of the members or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX: DISSOLUTION (AMENDED)

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.

ARTICLE X: TAX ID NUMBER

The corporation's federal tax identification number is 27-4081314.

DATE OF EACH AMENDMENT:

The Amended Articles of Incorporation were adopted on April 12, 2011. Each amendment was adopted by the members serving as the Board of Directors and the number of votes cast for the amendments were sufficient for approval.

Dated: April 12, 2011.



Starlett Miller

President