

N1100000/208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

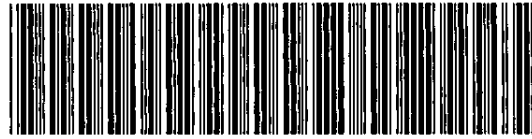
(Business Entity Name)

(Document Number)

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11/26/12--01013--024 \*\*52.50

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12 NOV 26 PM 3:36  
400241800734

Amendment  
11/30/12  
DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Institute, Inc.

**DOCUMENT NUMBER:** N 11000001208

The enclosed <sup>Amended Articles</sup> ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LARRY N. SMITH  
(Name of Contact Person)

(Firm/ Company)

2725 SW 91<sup>st</sup> Street, Suite #110, PMB #90  
(Address)

GAINESVILLE, FL 32608-2782  
(City/ State and Zip Code)

LNS1@MSN.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LARRY N. SMITH at (352) 339-5161  
(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

THE INSTITUTE, INC.

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

N 11 000001208

(Document Number of Corporation (if known))

FILED  
12 NOV 26 PM 3:35  
TALLAHASSEE, FLORIDA

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:**

N/A

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:**

N/A

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

N/A

(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:

N/A

(Florida street address)

New Registered Office 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.

N/A

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 type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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 enclosed Amended Articles

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

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

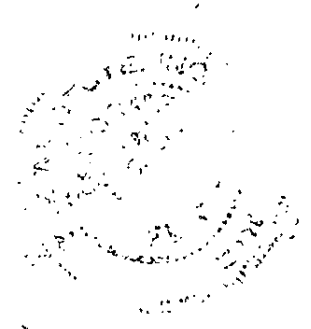
- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11/16/12

Signature [Handwritten 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)

Larry N Smith  
(Typed or printed name of person signing)

President  
(Title of person signing)



**AMENDED ARTICLES OF INCORPORATION  
OF  
THE INSTITUTE, INC.**

**A Florida "Not for Profit" Corporation**

The Institute, Inc., hereby adopts the following as its Amended Articles of Incorporation, as of November 16, 2012:

**ARTICLE I.**

**NAME OF CORPORATION:** The name of the corporation is The Institute, Inc., hereafter referred to below as either the Corporation or the Association.

**ARTICLE II:**

**PRINCIPAL OFFICE:** The principal office of the Corporation is located at 2725 S.W. 91st street, Suite #110, PMB #90, Gainesville, FL 32608-2782.

**ARTICLE III:**

**MAILING ADDRESS:** The mailing address of the Corporation is 2725 S.W. 91st street, Suite #110, PMB #90, Gainesville, FL 32608-2782

**ARTICLE IV:**

**REGISTERED AGENT:** The name of the registered agent of the Corporation is Larry N. Smith. The address of this registered agent is 2725 S.W. 91st street, Suite #110, PMB #90, Gainesville, FL 32608-2782

**ARTICLE V:**

**DURATION/MEMBERSHIP:** The period of corporate duration of The Institute, Inc. is perpetual. The qualification for membership, if any, and the manner of the admission of members to the Corporation shall be determined by the bylaws of the Corporation.

**ARTICLE VI:**

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VII:**

**INCORPORATOR:** The name and address of the incorporator of this Corporation is: Larry N. Smith, whose address is 2725 S.W. 91st street, Suite #110, PMB #90, Gainesville, FL 32608-2782.

#### **ARTICLE VIII:**

**CORPORATE PURPOSES:** The purposes for which this Corporation is formed is to:

1. 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. Specifically, the Organization will: conduct educational programs and activities; gather information and perform research on subjects selected as set forth in the bylaws; act to inform and empower the public in Alachua County, the State of Florida, and elsewhere; carry out programs of public information and education, including the publication of the results of our research; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest, reinvest, sell and administer, in its own name, securities, funds, objects of value, or other property, real and personal, tangible and intangible; and to make expenditures and distributions to or for the direct and indirect benefit of the education of the Public, and the citizens of Alachua County, Florida, and elsewhere in the state of Florida, and the United States of America.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, corporations, or other entities, of any kind or nature whatsoever, including, but not limited to, corporations, firms, associations, trusts, institutions, foundations, and governmental bureaus, departments or agencies.

#### **ARTICLE IX:**

**NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to its purposes, no part of which shall inure to the benefit of any individual.

#### **ARTICLE X:**

**DISSOLUTION:** 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 the Court of competent jurisdiction of the county in which the principle 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 XI:**

**INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.