

N110000001639

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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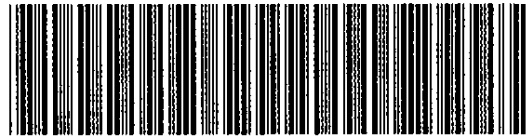
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 11 2012

C. MUSTAIN

*Handwritten signature: Andrew + NC*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** WCMI Foundation, Inc.

**DOCUMENT NUMBER:** N11000001639

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

Please return all correspondence concerning this matter to the following:

Wayne Conner

(Name of Contact Person)

WCMI Foundation, Inc.

(Firm/ Company)

2171 Monument Road STE 29-389

(Address)

Jacksonville, FL 32225

(City/ State and Zip Code)

wcmipresident@wcmiinc.org

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

For further information concerning this matter, please call:

Wayne Conner

(Name of Contact Person)

at ( 904 ) 434-0659

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 7, 2012

WAYNE CONNER  
2171 MONUMENT ROAD STE 29-389  
JACKSONVILLE, FL 32225

SUBJECT: WCMI FOUNDATION, INC.  
Ref. Number: N11000001639

We have received your document for WCMI FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered office of the registered agent must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 312A00008733

Articles of Amendment  
to  
Articles of Incorporation  
of

WCMI Foundation, Inc.

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

N11000001639

(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:**

WCMI, Inc.

*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)

2171 Monument Road STE 29-389

Jacksonville, FL 32225

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

(Mailing address MAY BE A POST OFFICE BOX)

2171 Monument Road STE 29-389

Jacksonville, FL 32225

**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:

Same

2171 Monument Road STE 29-389

(Florida street address)

New Registered Office Address:

Jacksonville

(City)

Florida 32225

(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

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TALLAHASSEE, FLORIDA

**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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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)*

The board wants to delete articles I-IX and instead substitute articles I-X,  
[see attached sheets]

The date of each amendment(s) adoption: March 1, 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 March 1, 2012

Signature Dorette Nysewander EdD  
(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)

Dorette Nysewander, EdD

(Typed or printed name of person signing)

Secretary

(Title of person signing)

## Amended Articles

### ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is WCML INC. The principal office of the corporation shall be located at 2171 Monument Road, STE 29-389, Jacksonville, Florida 32225 but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

### ARTICLE II - TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

### ARTICLE III - PURPOSE AND POWERS

The purposes of this corporation shall be exclusively charitable, religious, educational or scientific under Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code or corresponding section of any future federal tax code.

The organization will improve the quality of life for residents of Duval County by undertaking the following activities:

- A. **Breathe Project** – anti-bullying, addressing the importance of critical thinking and conflict resolution.
- B. **Power-Kidz** – collaborating with community practitioners and health educators to fight childhood obesity.
- C. **Building 360** – using the performing and media arts to provide youth with the life skills centered around setting and attaining their goals.

For such purposes, the Corporation shall have and exercise the following authority and powers:

1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem



appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the Internal Revenue Code.

3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

#### **ARTICLE IV - POWERS - NO DISTRIBUTION OF GAIN**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 III. The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No substantial part of the activities of the corporation shall consist of 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 any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Nor shall the corporation carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### **ARTICLE V - REGISTERED AGENT**

The name and address of the initial registered agent and office of the Corporation is: 2171 Monument Road, STE29-389, Jacksonville, Florida 32225

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed nine [9]. The method of election of the Board of Directors shall be as stated in the Bylaws. The names of addresses of the initial Board of Directors are:

Wayne Conner	Executive Director-3875 San Pablo Rd. S. Apt.1104, JAX, FL 32224
Sherice Conner	Member-3875 San Pablo Rd. S. Apt.1104, JAX, FL 32224
Dorette Nysewander, EdD	Member-1650 Margaret St. STE 302-342, JAX, FL 32204
Linda L. Brown, ABD, RD, LD/N	Member-151 College Dr. STE 6, Orange Park, FL 32065
R.J. Washington	Member-12335 Atlantic Boulevard Jacksonville, FL 32225
Jennifer Borgio, BS, ATC	Member-234 Cornwall Drive, Ponte Vedra Beach, FL, 32081
Shannon Burbridge	Member-315 11th Street, Atlantic Beach, FL 32233

## **ARTICLE VII - OFFICERS**

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President – Wayne Conner

Vice President – R.J. Washington

Treasurer – Sherice Conner

Secretary – Dorette Nysewander. EdD

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

## **ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

## **ARTICLE IX - AMENDMENTS**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

## **ARTICLE X - DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future

.....

federal tax code or shall be distributed for a public purpose to the federal government, a state or local government or to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. The Circuit Court of the county in which the principal office of the organization is located, shall dispose of any assets not disposed of, exclusively for such purposes or to such organization(s) as said court shall determine is organized and operated exclusively for such purposes, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

\_\_\_\_\_ WCMI, Inc. \_\_\_\_\_ desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, Florida, County of Duval, State of Florida, has named Wayne Conner \_\_\_\_\_ as its agent to accept service of process within Florida.

Wayne Conner

(Print Name)

Donette [Signature], EAS 3/1/2012

Secretary

(Date)

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Wayne Conner

(Print Name)

Donette [Signature], EAS 3/1/2012

Secretary

(Date)