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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Th 1-12-12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE ASSOCIATI

DOCUMENT NUMBER: N11000001789

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

Please return all correspondence concerning this matter to the following:

KAREN MORRIS-CLARKE

(Name of Contact Person)

MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE ASSOCIATION, INC.

(Firm/ Company)

418 RAINBOW SPRINGS TERRACE

(Address)

ROYAL PALM BEACH FL 33421

(City/ State and Zip Code)

mbhsias@gmail.com

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

For further information concerning this matter, please call:

KAREN MORRIS-CLARKE

(Name of Contact Person)

at (561) 714-3441

(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 &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE ASSOCIATION, INC.

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

N11000001789

(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:

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: StrategyNook LLC

15067 SW 103rd Terrace, No 14203

(Florida street address)

New Registered Office Address:

Miami

(City)

, Florida 33196

(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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12 JAN -5 AM 9:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) Dir	Karen Morris-Clarke	P.O.Box 213506 Royal Palm Beach FL 33421
2) Dir	Yvonne Bernard	P.O. Box 213506 Royal Palm Beach FL 33421
3) Dir	Jean-Ann Turner-Johnson	P.O. Box 213506 Royal Palm Beach FL 33421
4) Dir	Sharon Caine	P.O. Box 213506 Royal Palm Beach, FL 33421
5) Dir	Marylin Hall	P.O. Box 213506 Royal Palm Beach, FL 33421
6) Dir	Charmaine Leslie-Jackson	P.O. Box 213506 Royal Palm Beach, FL 33421

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

(SEE ATTACHED ARTICLE OF AMENDMENT)

The date of each amendment(s) adoption: December 16th, 2011

Effective date if applicable: December 16th, 2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

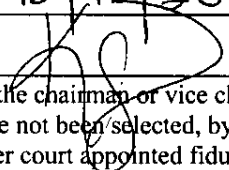
(CHECK ONE)

- ☒ 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

12/16/2011

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)

Karen Morris-Clarke

(Typed or printed name of person signing)

Director

(Title of person signing)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

*Pursuant to the provisions of section 617.1006 of the Florida Statutes, this Florida Not For Profit Corporation, **Montego Bay High School International Alumnae Association, Inc.** (hereafter referred to as "Association", "Company", "Corporation"), adopts the following amendments to its Articles of Incorporation.*

**ARTICLE I
NAME**

The name of this Corporation shall be Montego Bay High School International Alumnae Association, Inc.

**ARTICLE 2
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation shall be 418 Rainbow Springs Terrace, Royal Palm Beach FL 33421.

**ARTICLE 3
CORPORATE PURPOSE**

The Corporation shall be a nonprofit organization organized and operated exclusively for educational, religious, missionary, and philanthropic purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code, and such purposes including to:

- a) To serve the membership by promoting the ideals of Montego Bay High School through the implementation of projects and activities that engenders a dynamic sense of community and fellowship.*
- b) To foster the development of educational and extracurricular resource.*
- c) To advance education by providing funding to graduating students of MBHS based on financial needs and scholastic achievements for matriculation in a college or university;*
- d) To provide a vehicle through which individuals and corporations may make charitable contributions to the Association;*
- e) To facilitate the broad involvement of the students ,faculties, alumnae, friends and family of the Corporation's membership in the fulfillment of the above purposes*

Unless otherwise indicated, as used in this Article 3 and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 4
CORPORATE POWERS**

Section 4.01: *The Corporation shall have and exercise all powers accorded not-for profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Officer, Member of the Governing Board, Member of the Corporation, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax pursuant to Section 501(c) (3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.*

Section 4.02: *During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:*

- a. distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;*
- b. not engage or be involved in any act of self-dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;*
- c. not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;*
- d. not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (e) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 5
GOVERNING BOARD**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Governing Board. The number of Members of the Governing Board shall be as stated in the Bylaws of the Corporation but shall consist of not fewer than three. Qualification for membership on the Governing Board shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Governing Board shall have all the rights, powers, and privileges prescribed by law of Directors of corporations for profit.

**ARTICLE 6
BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

**ARTICLE 7
EARNINGS**

No part of the net earnings of the Association, if any, shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except that The Association is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for services rendered, to reimburse Officers and other Directors of the Association for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to Officers and employees of the Association. All such payments shall be governed by provisions of the Bylaws.

**ARTICLE 8
DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the benefit of any private individual.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 9
AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the voting Members of the Corporation present at any annual or special meeting provided proper notice of the changes to be made has been given and a quorum is present.

**ARTICLE 10
DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c) (3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any Officer, Member of the Governing Board, or Member of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent are as follows:

Janet Johnson Kerr
StrategyNook LLC
15067 S.W. 103rd Terrace, #14203.
Miami, FL 33196

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Janet Johnson Kerr, Registered Agent

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 12
INCORPORATORS**

The names and addresses of the incorporators of the Corporation are:

ELSIE SANCHEZ
1840 SOUTHWEST 22ND STREET, 4TH FLOOR
MIAMI, FLORIDA 33145

**ARTICLE 13
MANAGEMENT**

The business of the Company shall be conducted under the exclusive management of its Board of Directors who shall vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters. Members cannot enter into Business that is of the same nature of Montego Bay High School International Alumnae Association, Inc. The names and address of each Manager or Managing Members and Initial board of Directors are:

KAREN MORRIS-CLARKE
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

SHARON CAINE
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

CHARMAINE LESLIE-JACKSON
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

MARYLIN HALL
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

JEAN-ANN TURNER-JOHNSON
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

YVONNE BERNARD
P.O. BOX 213506
ROYAL PALM BEACH FL 33421

After the initial board of Directors, the board shall consist of such number of Directors as shall be determined by the Members and as set forth in the Bylaws of the not-for-profit Corporation from time to time and at each annual meeting at which Directors are to be elected

**ARTICLE 14
DURATION**

The duration of the not-for-profit Corporation shall be perpetual.

**ARTICLE 15
CONTINUATION**

The remaining Members of the not-for-profit Company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this not-for-profit Company. Members cannot enter into Business that is of the same nature of Montego Bay High School International Alumnae Association, Inc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 16
EXEMPT PURPOSE**

The exempt purpose of the not-for-profit Corporation is educational and charitable, and will conduct activities that promote:

- *Relief of the poor, the distress or the underprivileged,*
- *Advancement of education and community outreach*
- *Family stability*
- *Lessening the burdens of government,*
- *Lessening neighborhood tensions,*
- *Eliminate prejudice and discrimination,*
- *Defending civil rights secured by law,*
- *Combating community deterioration and juvenile delinquency,*
- *Engage in all lawful business for which Corporations may be incorporated under the laws of the state of Florida.*
- *To support and conduct nonpartisan research, educational and informational activities to increase public awareness of nonprofit activities;*
- *To provide research and information to foundations and corporate giving programs about the needs of organizations that serve or advocate for disadvantaged people;*
- *To research the contribution patterns of foundations and corporate giving programs; to sponsor reports, meetings and workshops for nonprofits about how to obtain charitable contributions; conduct research and education about funding of nonprofit organizations;*
- *Sponsor other services to strengthen the stability of the nonprofit sector;*
- *To educate the public about the needs of organizations that provides services or advocacy for disadvantaged people.*

**ARTICLE 17
OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the not-for-profit Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE 18
FISCAL YEAR**

The fiscal year of the not-for-profit Corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**

**ARTICLE 19
LIABILITY OF DIRECTORS AND MEMBERS**

To the fullest extent permitted by law, no Director or Member of this not-for-profit Corporation shall be personally liable to the not-for-profit Corporation for monetary damages, for breach of any duty owed to the not-for-profit Corporation, except that a Director or Member may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the Director or Member derives an improper personal benefit.

Any Director, Officer, or Member who is involved in litigation or other proceeding because of his or her position as a Director or Officer of this not-for-profit Corporation shall be indemnified and held harmless by the not-for-profit Corporation fully permitted by law.

**ARTICLE 20
ADMISSION OF MEMBERS**

Additional Members may be admitted to this not-for-profit Company only with upon such terms as are unanimously agreed to by all voting Members in the Bylaws.

**ARTICLE 21
OTHER PROVISIONS**

Operated - Because a substantial portion of this organization activities must further its exempt purpose, certain other activities are prohibited or restricted including but not limited to the following activities. This not-for-profit Corporation:

- Must absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.*
- Must restrict its lobbying activities to an insubstantial part of its total activities.*
- Must ensure that its earnings do not insure to the benefit of any private shareholder or individual.*
- Must not operate for the benefit of private interests such as those of the founders, the founder's family, its shareholders, or persons controlled by such interest.*
- Must not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose.*
- May not have purpose or activities that are illegal or violate fundamental public policy*

Director or Officer Interest - In the absence of fraud, no transaction between (a) this not-for-profit Corporation and (b) any other Association, Corporation or any Director or Officer of this not-for-profit Corporation individually, shall be affected by the fact that any Director or Officer of this not-for-profit Corporation is individually a party to the transaction or is interested in or is a Director or Officer of such other Association or Corporation.

**ARTICLES OF AMENDMENT
TO
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OF
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ASSOCIATION, INC.**

Distribution of assets upon dissolution – Upon dissolution of this not-for-profit Corporation, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Conflict of Interest - In connection with any actual or possible conflict of interest, provisions as set forth in the Bylaws the not-for-profit Corporation will preside. An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**ARTICLE 22
OTHER PROVISIONS
Certification**

We, the undersigned, therefore certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.

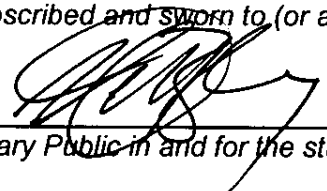


Karen Morris-Clarke
Director

State of Florida,
County of Broward,

Before me, the undersigned authority, on this day personally appeared **Karen Morris-Clarke**. This individual presented Florida ID No. _____ or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.


Subscribed and sworn to (or affirmed) before me this 22nd day of Dec, 2011.




Notary Public in and for the state of Florida

My Commission Expires:

6/08/12

NOTARY PUBLIC STATE OF FLORIDA
 Michael Bartley
Commission #DD795398
Expires JUNE 08, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC STATE OF FLORIDA
 Michael Bartley
Commission #DD795398
Expires JUNE 08, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

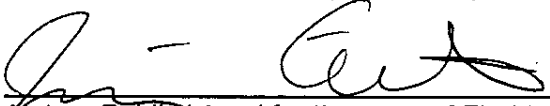
**ARTICLES OF AMENDMENT
TO
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OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**


Jean-Ann Turner-Johnson
Director

State of Florida,
County of Broward,

Before me, the undersigned authority, on this day personally appeared **Jean-Ann Turner-Johnson**. This individual presented Florida ID No. 1525-473-57-690 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 19 day of December, 2011.


Notary Public in and for the state of Florida

My Commission Expires:



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTEGO BAY HIGH SCHOOL INTERNATIONAL ALUMNAE
ASSOCIATION, INC.**



Yvonne Bernard
Director

State of Florida,
County of Broward,

Before me, the undersigned authority, on this day personally appeared **Yvonne Bernard**. This individual presented Florida ID No. _____ or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 15 day of December, 2011.


Notary Public in and for the state of Florida

My Commission Expires: March 5, 2012 .

