

N110000003908

(Requestor's Name)

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(Address)

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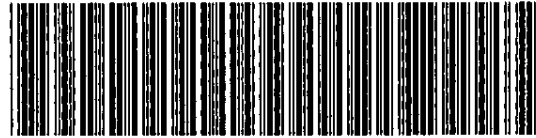
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 16 AM 10:43

Amend
@ 4.17.12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Keep Empowering Yourself, Inc.

DOCUMENT NUMBER: N#1000003008

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

Please return all correspondence concerning this matter to the following:

Jessica N. Jackson
(Name of Contact Person)

J. NICOLE ENTERPRISES, INC.
(Firm/ Company)

2004 Eastgate Way
(Address)

Tallahassee, FL 32308
(City/ State and Zip Code)

jnicoleinc@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica N. Jackson at (850) 321-4540
(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:

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

RECEIVED

12 APR 16 PM 1:02



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2012

JESSICA N. JACKSON
KEEP EMPOWERING YOURSELF, INC.
2004 EASTGATE WAY
TALLAHASSEE, FL 32308

SUBJECT: KEEP EMPOWERING YOURSELF, INC.
Ref. Number: N11000003908

We have received your document for KEEP EMPOWERING YOURSELF, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 912A00010718

Articles of Amendment
to
Articles of Incorporation
of

Keep Empowering Yourself, Inc.

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

111000003908

(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:

(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.

Signature of New Registered Agent, if changing

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DIVISION OF CORPORATIONS
12 APR 16 AM 10:43

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:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

- 1) ☐ Change S Kiffani Irby 38516 OLEANDER CLOWER ROAD
☒ Add 2010
☐ Remove TAMPA, FL 33614
- 2) ☐ Change D JOHNNIE A. STROY JOHNNIE A. STROY
☒ Add 2502 PARK DRIVE
☐ Remove LITHONIA, GA 30058
- 3) ☒ Change CEO JESSICA N. JACKSON 2004 EASTGATE WAY
☐ Add TALLAHASSEE, FL 32308
☐ Remove
- 4) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove
- 5) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove
- 6) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove

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

Amended Articles:

Added Article IV (Duration/Membership) Entire Section

~~Added Article V (Duration/Membership) Entire Section~~

Article III (formerly Article V). (Moved Art. IV to Art. III)

Article VII, formerly Article III (moved Art. III to Art. VII)

Article VII Amended Language, added ^{para.} (2) and ^{para.} (5)
of "Charitable purposes"

Added Article VIII "501(c)(3) Limitations" (Entire section)

Added Article IX "INDEMNIFICATION" (Entire Section)

Added Article X "Execution" (Entire Section)

See attachment

Changes Made or Expected

**ARTICLES OF AMENDMENT
OF
Keep Empowering Yourself, Inc.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Amendment:

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

AMENDED ADOPTED ARTICLE IV (DURATION/MEMBERSHIP) ~~ARTICLE IX ADDED~~. SEE ARTICLES III (FORMERLY V), ARTICLE V (FORMERLY IV), ARTICLE VII (FORMERLY III), ARTICLE VII LANGUAGE AMENDED, ARTICLE VIII ADDED, ARTICLE IX ADDED, ARTICLE X ADDED.

**Article I
NAME OF CORPORATION**

The name of the corporation is Keep Empowering Yourself, Inc.

**Article II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 2004 Eastgate Way, Tallahassee, FL 32308

MAILING ADDRESS

The mailing address of the corporation is 2004 Eastgate Way, Tallahassee, FL 32308

**Article III (Formerly Art. V)
REGISTERED AGENT**

The name of the registered agent of the corporation is Dana L. Wiley. The address of this registered agent is 3211 Jim Lee Road, #1, Tallahassee, FL 32301

**Article IV (Added)
DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article V (L)
BOARD OF DIRECTORS**

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

**Article VI
INCORPORATORS**

The name and address of the incorporator is: Jessica N. Jackson, 2004 Eastgate Way, Tallahassee, Florida 32308.

Article VII (Formerly Art. III)
CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

Added 2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. 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 or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Added 5. KEYS was established April 2011 to provide services to underempowered women ages 16-45 in the following categories: teen mothers, unmarried mothers and mothers returning to the community after incarceration--toward the goal of continuing education beyond workforce skills, that increase potential for self-efficacy (self concept, self esteem), improve/clarify a person's belief in their capacity by providing concrete skills also they have to believe they can. self esteem, civic engagement and self actualization and reduces the emotional and economical dependency on social welfare programs. KEYS achieves this mission through six core programs, the awarding of scholarships, grants and stipends and the KEYS Empowerment Academy.

- Parent Homework Tutoring
- Resume Building
- Mental and Physical Health Literacy
- Seminars and Strategies for Healthy Relationship Development
- Financial Literacy and Empowered Budgeting
- Civic Involvement and Community Literacy
- Entrepreneurship and Independence
- Self Literacy, Image, Esteem Building
- Writing Instruction and Media Literacy
- Legal Literacy
- Home and Car Maintenance
- Buying a Home/Car
- Higher Learning Options
- Meaningful Internships and Apprenticeships
- Inspirational Presentations and Strategy Sessions
- Activities that support building and uniting healthy families and communities
- Partnerships with community organizations
- Teen and Single Mother Advocacy and Education
- Substance Abuse Rehabilitation Preparation/Support

Article VIII (Section Added)
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not 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 United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **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 charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** 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, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - e.) The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Articles of Amendment

Article IX (Section Added)

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.

Article X (Section Added)

EXECUTION

These Articles of Amendment are hereby executed by the incorporator on this 29th day of MARCH, 2012

Jessica N. Jackson
Jessica N. Jackson

The date of each amendment(s) adoption: 3/29/2012

Effective date if applicable: 4/6/2012
(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 4/9/2012

Signature Jessica N. Jackson
(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)

JESSICA N. JACKSON
(Typed or printed name of person signing)

President + CEO
(Title of person signing)