

N110000006386

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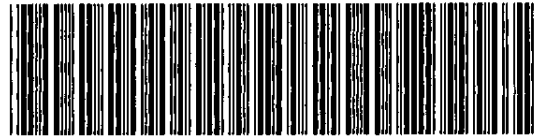
(Business Entity Name)

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2012 MAR -9 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR
3/14/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DP Special Needs Consulting Corp

DOCUMENT NUMBER: N11000006386

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

Please return all correspondence concerning this matter to the following:

Paul Wulf

(Name of Contact Person)

DP Special Needs Consulting Corp

(Firm/ Company)

1717 Golfview Drive

(Address)

Kissimmee Florida 34746

(City/ State and Zip Code)

paul@dealzinparadise.com

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

For further information concerning this matter, please call:

Paul Wulf

(Name of Contact Person)

at (407) 515-0457

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

FILED

DP Special Needs Consulting Corp

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

2012 MAR -9 PM 3:17

N11000006386

(Document Number of Corporation (if known))

SECRETARY OF STATE
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:

(City)

Florida

(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

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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Debra Wulf</u>	<u>1717 Golfview Drive</u> <u>Kissimmee, FL 34746</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Paula Suarez</u>	<u>610 Canne Place</u> <u>Celebration, FL 34747</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>Michael Wulf</u>	<u>3812 So. 74th Street</u> <u>Milwaukee, WI 53220</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Theresa Rinaldi</u>	<u>2462 Lake Debra Drive 2-310</u> <u>Orlando, FL 32835</u>
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)

Change Article 3 "Specific Purpose" as per attached sheet Article 3

Change Article 4 "Manner of Election" as per attached sheet Article 4

Add Article 9 – "Tax Exemption" as per attached sheet Article 9

Add Article 10 – "Not for Profit" as per attached sheet Article 10

Add Article 11 – "Not engage in prohibited political and legislative activity" as per attached sheet Article 11

Add Article 12 – "Dissolution of Assets" as per attached sheet Article 12

Add Article 13 – "Annual Meeting" as per attached sheet Article 13

Add Article 14 – "Officers" as per attached sheet Article 14

Add Article 15 – "Voting" as per attached sheet Article 15

Add Article 16 – "Bylaw or Charter Amendment" as per attached sheet Article 16

Add Article 17 – "Fiscal Year" as per attached sheet Article 17

Add Article 18 – "Records" as per attached sheet Article 18

Add Article 19 – "Conflict of Interest" as per attached sheet Article 19

Add Article 20 – "Procedures Regarding a Conflict of Interest" as per attached sheet Article 20

Add Article 21 – "Annual Statements" as per attached sheet Article 21

Add Article 22 – "Periodic Reviews" as per attached sheet Article 22

The date of each amendment(s) adoption: March 7, 2012

Effective date if applicable: March 7, 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 March 7, 2012

Signature Paul Wulf
(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)

Paul Wulf
(Typed or printed name of person signing)

President
(Title of person signing)

Articles of Incorporation of DP Special Needs Consulting Corp

Article 1 – Name

The name of the Corporation shall be DP Special Needs Consulting Corp

Article 2 – Principal Office

The Principle street address is 1717 Golfview Drive, Kissimmee, Florida 34746 and the mailing address is the same.

Article 3 – Specific Purpose

The specific purpose for which the corporation is organized is the prevention of neglect and abuse of the developmentally disabled by empowering individuals with special needs for better personal care performance and educating their caregivers to more easily implement it.

Article 4 – Manner of Election

The manner in which the directors are elected and appointed is the Managing Director (President) shall appoint directors who serve be confirmed by a simple majority of the Board of Directors and serve at the Managing Director's discretion.

Article 5- Registered Agent

The name and Florida street address of the registered agent is:

Paul Wulf
1717 Golfview Drive
Kissimmee, FL 34746

Article 6 – Incorporator

The name and address of the Incorporator is:

Paul Wulf
1717 Golfview Drive
Kissimmee, FL 34746

Article 7 – Officers and/or Directors

President: Paul Wulf
1717 Golfview Drive
Kissimmee, FL 34746

Vice President: Paula Suarez
610 Canne Place
Celebration, FL 34747

Secretary: Theresa Rinaldi
2462 Lake Debra Drive 2-310
Orlando, FL 32835

Article 8 – Effective Date

The effective date for this corporation shall be:

July 6, 2011

Article 9 – Tax Exemption

DP Special Needs Consulting Corp will claim tax exemption with the IRS under section 501(c)(3) of the IRS code

Article 10 – Not for Profit

This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 3 containing the Statement of Purpose. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Article 11 – Not engage in prohibited political and legislative activity

No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

Article 12 – Dissolution of Assets

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

Article 13 – Annual Meeting

The officers shall hold an annual meeting which date shall be determined by the Managing Director (President) and held no later than the 31st day of May of each year at the principle office of the corporation or at such other place or places as may be determined by the Managing Director. Notice of such meeting shall be given to all Directors at their last known address at least ten (10) days prior to the date of the meeting. At such annual meetings each director will be presented with a copy of the current articles of incorporation along with all amendments and the minutes from all previous years meetings. Directors will be appointed for the current year as presented in Article 4.

Article 14 – Officers

The Officers of this corporation shall consist of a President, a Vice-President, a Secretary and other officers with such powers and duties not inconsistent with these bylaws and the purpose of this corporation as set forth in these articles and at such time as deemed necessary by the Managing Director (President).

Article 15 – Voting

Only the Board of Directors shall be eligible to participate in business meetings and business related matters of the corporation. Each

Director shall be entitled to one vote on any matter requiring a vote. A Director may vote in person or by proxy executed in writing by the Director. A proxy vote shall not be valid after two (2) months from the date of its execution unless a longer period is expressly stated. A quorum shall constitute a two thirds (2/3) majority of the board of directors.

Article 16 – Bylaw or Charter Amendment

The Bylaws or the Articles of Incorporation of the corporation may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors. Notice of the proposed change shall be mailed to each Director at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment. Copies of such revised and amended bylaws or Articles of Incorporation shall be given to each Director upon request but no later than at the earliest annual meeting.

Article 17 – Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

Article 18 – Records

The corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings concerning the Board of Directors. All such records may be inspected by any officer, or the agent or attorney of the Director, or any proper person, at any reasonable time.

Article 19 – Conflict of Interest

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and corporations.

Article 20 – Procedures Regarding a Conflict of Interest

1. Duty to Disclose

In connection with any actual or possible conflict of interest, 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.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed

to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 21 – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 22 – Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.