

N11000007737

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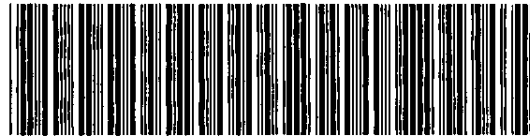
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## **COVER LETTER**

**TO: AMENDMENT SECTION  
DIVISION OF CORPORATIONS**

**DOCUMERNT NO.: N11000007737**

**CORPORATION NAME:**

**Karen's Playhouse for Disabled and Disadvantage Children, Inc.**

The enclosed **Articles of Amendment** and Fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Karen J. Gay-Napier

Karen's Playhouse for Disabled and Disadvantage Children, Inc.

P.O. Box 8641

Deerfield Beach, FL 33443

Email Address: Karensplayhouse@yahoo.com  
(Email address to be used for future annual report notifications)

For future information regarding this matter, please call Karen J. Gay-Napier at:  
561-574-1499.

Enclosed, please find money order made payable to the Florida Dept. of State in the amount of \$43.75 (Filing Fee and Certified Copy). Additional Copy is Enclosed.

Mailed to: Division of Corporations, Amendment Section, P.O. Box 6327, Tallahassee, FL 32314.

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF**

**KAREN'S PLAYHOUSE FOR DISABLED AND DISADVANTAGE CHILDREN, INC.**

FILED  
13 MAR -8 PM 1:02  
TALLAHASSEE, FLORIDA

Corporation's Document Number: N11000007737

Pursuant to the provisions of Section 617.1006, Florida Statute, this Florida Not-for-Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

**ARTICLE II  
ADDRESS**

Section 2.1. The street address of the principle office of this corporation in the State of Florida shall be:

360 SE 12<sup>th</sup> Avenue, #8  
Deerfield Beach, Florida 33441

Section 2.2. The mailing address of the corporation shall be:

P.O. Box 8641  
Deerfield Beach, FL 33443

Section 2.3. The Board may, from time to time, move its principle office in the State of Florida to another place in this state.

**ARTICLE III  
PURPOSE**

Section 3.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. The corporation is organized exclusively for charitable, religious, scientific, literary or educational purposes, including, to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. The specific purpose for which this corporation is organized is also: to provide resources and assistance for medical care and charitable support services to children who have physical handicaps and chronic disabilities. Also, to provide support services and assistance to disadvantaged children, and to link them to services and resources which they may need.

Section 3.3. The Corporation shall have the power, either directly or indirectly, wither alone on in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

#### **ARTICLE IV**

#### **NON-STOCK CORPORATION**

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue certificates of Membership.

#### **ARTICLE V**

#### **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

#### **ARTICLE VII**

#### **DIRECTORS AND MANNER OF ELECTION**

Section 7.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

7.1.1. Approval of charitable gifts, transfers, distributions and grants by the

Corporation to other entities.

7.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

7.1.3. Organization of a subsidiary or affiliate by the Corporation.

7.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 7.2. The Board of Directors shall consist of the following members elected in accordance with this Section 7.2 and the Bylaws:

NAME	ADDRESS
Karen J. Gay Napier, President	360 SE 12 <sup>th</sup> Avenue, #8 Deerfield Beach, FL 33441
Tnesley A. Gay, Secretary	4971 Haverhill Commons Circle, #14 West Palm Beach, Florida 33417
Vera Parrish, Treasurer	121 NW 17 <sup>th</sup> Court Pompano Beach, Florida 33060
Benjamin Carroll, Director	1915 Spruce Avenue West Palm Beach, Florida 33407
Kevin Williams, Director	3110 NW 4 <sup>th</sup> Street Fort Lauderdale, Florida 33311

Section 7.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than two (2) months before the expiration of the next elected Director.

## **ARTICLE IX**

### **LIMITATIONS**

Section 9.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 9.2. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 9.3. The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.5. The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE X**

### **DURATION**

Section 10.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

## **ARTICLE XI**

### **DISSOLUTION**

Section 11.1. Upon the dissolution of the Corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation,

dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where the principal office of the Corporation 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 XII** **AMENDMENT**

Section 12.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

## **ARTICLE XIII** **BYLAWS**

Section 13.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

## **ARTICLE XIII** **REGISTERED AGENT AND REGISTERED OFFICE**

Section 14.1. The Registered agent and registered office of the Corporation shall be:

Karen J. Gay-Napier  
360 SE 12<sup>th</sup> Avenue, #8  
Deerfield Beach, Florida 33441

Document No.: **N11000007737**

The date of each amendment(s) adoption: March 01, 2013

**Adoption of Amendment(s) to Articles of Incorporation**

**of**

**Karen's Playhouse for Disabled and Disadvantage Children, Inc.**

**(CHECK ONE)**

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

Dated: March 01, 2013

Signature: \_\_\_\_\_

  
Karen J. Gay-Napier  
President



**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida statutes, the following is submitted in compliance with said Sections:

KAREN'S PLAYHOUSE FOR DISABLED AND DISADVANTAGE CHILDREN, INC., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Deerfield Beach, County of Broward, State of Florida, has named, Karen J. Gay-Napier, located at 360 SE 12<sup>th</sup> Avenue, #8, Deerfield Beach, FL 33441 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relating to keeping open said office.

Date 3/01/2013

Registered Agent

Karen J. Gay-Napier