

N11000008232

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2013

THE FREDERICK DOUGLASS SCHOOL BLACK EDUCATORS PROJECT I
303 CROSS STREET
KEY WEST, FL 33040 US

SUBJECT: THE FREDERICK DOUGLASS SCHOOL BLACK EDUCATORS'
PROJECT, INC.
Ref. Number: N11000008232

We have received your document for THE FREDERICK DOUGLASS SCHOOL BLACK EDUCATORS' PROJECT, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6820.

Rebekah White
Regulatory Specialist

Letter Number: 713A00002505

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2013

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Rebekah White
Regulatory Specialist

Letter Number: 713A00002505

The Frederick Douglass School Black Educators' Memorial Project, Inc.

303 Cross Street
Key West, Florida 33040

January 24, 2013

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Document Number N11000008232

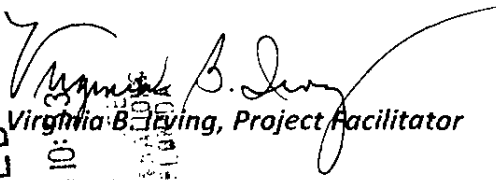
We are submitting an amendment to Article III of our By-Laws for your consideration and approval. A copy of page 1 of our By-Laws is enclosed with the old language and a page with the new.

If there are any questions, please call (727) 804-3224 or I may be reached at virving08@gmail.com.

Please mail document to:

Virginia B. Irving
2600 10th Street, South
St. Petersburg, Florida 33705

Thank you for your help.


Virginia B. Irving, Project Facilitator

RECEIVED

13 JAN 30 AM 10:30

STATE OF FLORIDA
TALLAHASSEE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Frederick Douglass School Black Educators Project

DOCUMENT NUMBER: N110000008232

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

Please return all correspondence concerning this matter to the following:

Virginia B. Irving
(Name of Contact Person)

(Firm/ Company)

2600 - 10th Street, South
(Address)

St. Petersburg, Fla. 33706
(City/ State and Zip Code)

virving08@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Ashe
(Name of Contact Person)

at (305) 293-9665
(Area Code & Daytime Telephone Number)

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

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$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

13 FEB 22 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Frederick Douglass School Black Educators Project, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

211000008230

(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**)

NA

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

NA

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:

NA
(Florida street address)

New Registered Office Address:

NA, 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

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ 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)

ARTICLE III

PURPOSE

The organization is organized for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding code of any future federal tax code.

The date of each amendment(s) adoption: 24 Feb. 2013

Effective date if applicable: 27 Feb. 2013
(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 19 Feb. 2013

Signature Gwendolyn M. Sommers
(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)

Gwendolyn M. Sommers
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

additional information

**The Frederick Douglass School Black
Educators' Memorial Project, Inc.**

303 Cross Street
Key West, Florida 33040

January 24, 2013

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Document Number N11000008232

We are submitting an amendment to Article III of our By-Laws for your consideration and approval. A copy of page 1 of our By-Laws is enclosed with the old language and a page with the new.

If there are any questions, please call (727) 804-3224 or I may be reached at virving08@gmail.com.

Please mail document to:

Virginia B. Irving
2600 10th Street, South
St. Petersburg, Florida 33705

Thank you for your help.

Virginia B. Irving, Project Facilitator

State of Florida



Department of State

I certify from the records of this office that THE FREDERICK DOUGLASS SCHOOL BLACK EDUCATORS' PROJECT, INC. is a corporation organized under the laws of the State of Florida, filed on August 30, 2011.

The document number of this corporation is N11000008232.

I further certify that said corporation has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*We did file
the articles of dissolution.*

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirty-first day of August, 2011



CR2EO22 (01-07)

[Signature]
Kurt S. Browning
Secretary of State

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the Corporation shall be: The Frederick Douglass School Black Educators' Project, Inc.

ARTICLE II PRINCIPAL OFFICE

The Principal Office shall be: 420 County Road, Key West, Florida 33040.

ARTICLE III PURPOSE

The purposes for which the Corporation is organized are:

1. To erect a Public Memorial to honor the students and educators of Frederick Douglass School, Key West, Florida, from 1871 to 1966.
2. To develop and implement an education model that will support the well being of the youth in the Bahama Village Community in the City of Key West, Florida.
3. To develop and encourage collaboration with local education and service groups, public and private business and families of The Bahama Village Community that will support youth activities that will promote the welfare of said community.
4. To provide a forum for historical, cultural, and educational enrichment using the Douglass School Community Center as a focal point.
5. To conduct any and all other legal activities that may from time to time be found appropriate to accomplish the purposes outlined in Article III, 1-4 above

*article amended
see following PAGE*

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed shall be by nomination and voted on by the body with a 2/3 majority approval.

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the Corporation shall be: The Frederick Douglass School Black Educators' Project, Inc.

ARTICLE II PRINCIPAL OFFICE

The Principal Office shall be: 420 County Road, Key West, Florida 33040.

ARTICLE III PURPOSE

The organization is organized exclusively for charitable and educational purposes under section 501 (c) (3) of the Internal Revenue Code, or any corresponding code of any future federal tax code.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed shall be by nomination and voted on by the body with a 2/3 majority approval

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

The number constituting the initial **Board of Directors** of the Corporation is six (6). The names and addresses of the persons who are to serve are:

1. Mr. John Wilson Smith, President
5208 Bay Shore Road
Sarasota, Florida 34234
2. Mrs. Detra S. Fisher, Secretary
424 County Road
Key West, Florida 33040

3. Mrs. Gwendolyn R. Sommers, Treasurer
303 Cross Street
Key West, Florida 33040
4. Ms. Mechelle Burgohy, Member
315 Cross Street
Key West, Florida 33040
5. Dr. Virginia B. Irving, Member
2600 10th Street, South
St. Petersburg, Florida 33705

ARTICLE VI REGISTERED AGENT

The name and address of the registered agent is: Detra S. Fisher, 424 County Road, Key West, Florida 33040.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is: Virginia B. Irving, 2600 10th Street, South, St. Petersburg, Florida 33705.

ARTICLE VII UPON DISSOLUTION

If and when the Frederick Douglass School Black Educators' Memorial Project should dissolve, all *remaining funds will go to the Frederick Douglass Community Center, designated especially for the tutoring program for children 6 – 12 years old.*