

Amend/cc  
@ 7/5/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Preferred Professional Payee, Inc.**

DOCUMENT NUMBER: **N11000008450**

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

Please return all correspondence concerning this matter to the following:

**Kimberley T. Phillips**

(Name of Contact Person)

**Preferred Professional Payee, Inc.**

(Firm/ Company)

**101 - 81st Avenue N.**

(Address)

**St. Petersburg, FL 33702**

(City/ State and Zip Code)

**kt.phillips4501@verizon.net**

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

For further information concerning this matter, please call:

**Kim Phillips**

(Name of Contact Person)

at **( 727 ) 481-6829**

(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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUL -2 PM 1:43

Preferred Professional Payee, Inc.

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

N11000008450

(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:

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:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>      </u> Change <u>      </u> Add <u>X</u> Remove	<u>VP/D</u>	<u>Lawrence D. Phillips</u>	<u>101 - 81st Avenue N.</u> <u>St. Petersburg, FL 33702</u>
2) <u>      </u> Change <u>X</u> Add <u>      </u> Remove	<u>D</u>	<u>Dennis C. Davis</u>	<u>100 - 82nd Avenue N.</u> <u>St. Petersburg, FL 33702</u>
3) <u>      </u> Change <u>X</u> Add <u>      </u> Remove	<u>D</u>	<u>Loranne Hohenstern</u>	<u>5971 - 110th Way</u> <u>Seminole, FL 33772</u>
4) <u>      </u> Change <u>X</u> Add <u>      </u> Remove	<u>D</u>	<u>Barbara Bradbury</u>	<u>5971 - 110th Way</u> <u>Seminole, FL 33772</u>
5) <u>      </u> Change <u>      </u> Add <u>      </u> Remove	<u>      </u>	<u>      </u>	<u>      </u> <u>      </u> <u>      </u>
6) <u>      </u> Change <u>      </u> Add <u>      </u> Remove	<u>      </u>	<u>      </u>	<u>      </u> <u>      </u> <u>      </u>

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

## Amendment of By-Laws

### Amendment to Article 6.2 of bylaws - old by law

6.2 Should the nonprofit corporation no longer have the ability to provide assistance or service as designated in Article I of the corporate by-laws, all unused funds remaining in the operating account will be donated to local recognized 501 © charities involved in the service to Preferred Professional Payee clients. TO BE DELETED AND AMENDED AS FOLLOWS

6.2 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such

organization or organizations and operated exclusively for such purposes.

### Addition of Article 7 - Salary Agreement - as follows

An annual salary shall be paid to the Director of Preferred Professional Payee, Inc. as agreed to by the board of directors.

In addition, all remaining board members / directors will be non-salaried and will not be related to salaried personnel or to parties providing services. It is agreed that salaried individuals will not be permitted to vote upon their own compensations and that compensation decisions will be made by the board.

### Addition of Article 8 - Earnings of Organization

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2)

of the Internal Revenue Code, or corresponding section of any future federal tax code.

The date of each amendment(s) adoption: June 26, 2012

Effective date if applicable: July 1, 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

6-26-12

Signature

Kimberley T. Phillips

(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)

Kimberley T. Phillips

(Typed or printed name of person signing)

President/Director

(Title of person signing)