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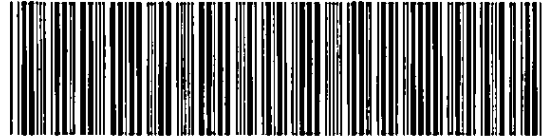
(Business Entity Name)

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S TALLENT

AUG 14 2019

*Amended
&
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2019

JIMMIE PERRYMAN
GAMMA ZETA SIGMA CHAPTER FOUNDATION OF P
13720 BARBERY DRIVE
WELLINGTON, FL 33414

SUBJECT: GAMMA ZETA SIGMA CHAPTER FOUNDATION OF PHI BETA
SIGMA FRATERNITY, INC.
Ref. Number: N11000009585

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

YOU MUST SUBMIT EITHER THE ARTICLES OF AMENDMENT OR THE AMENDED AND RESTATED ARTICLES OF INCORPORATION, BUT NOT BOTH. IF SUBMITTING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION, PLEASE MAKE SURE ALL CHANGES ARE REFLECTED WITHIN THAT DOCUMENT THAT HAVE BEEN MADE IN THE ARTICLES OF AMENDMENT FORM, FOR EXAMPLE, THE OFFICER/DIRECTOR DETAIL INFORMATION.

THE INCORPORATOR OF THIS ENTITY IS DARRYL LEONARD. PLEASE AMEND THE DOCUMENT ACCORDINGLY.

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.

RECEIVED

2019 AUG 13 AM 11:39

Susan Tallent
Regulatory Specialist II

Letter Number: 919A00012796

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gamma Zeta Sigma Chapter Foundation of Phi Beta Sigma Fraternity, Inc.

DOCUMENT NUMBER: CC8298556246

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

Please return all correspondence concerning this matter to the following:

Jimmie Perryman

Name of Contact Person

Gamma Zeta Sigma Chapter Foundation of Phi Beta Sigma Fraternity, Inc.

Firm/ Company

13720 Barberrry Drive

Address

Wellington, FL 33414

City/ State and Zip Code

jperry1757@AOL.com

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

For further information concerning this matter, please call:

Jimmie Perryman

Name of Contact Person

at (561)

628-3025

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

**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION**

**GAMMA ZETA SIGMA CHAPTER FOUNDATION OF PHI
BETA SIGMA FRATERNITY, INC.**

FILED
2019 AUG 13 PM 12:27
SECRETARY OF STATE
FLORIDA

The undersigned submits the following amended and restated Articles of Incorporation of the **Gamma Zeta Sigma Chapter Foundation of Phi Beta Sigma Fraternity, Inc.**, (the "Corporation") under the Florida Not for Profit Corporation Act:

ARTICLE I. NAME

The name of the Corporation is: **Gamma Zeta Sigma Chapter Foundation of Phi Beta Sigma Fraternity, Inc.**

ARTICLE II. ADDRESS

The street address of the initial principal office of the Corporation is 721 U.S. Highway 1, Suite 214, North Palm Beach, FL 33408. The mailing address of the Corporation is P.O. Box 2174, West Palm Beach, FL 33402.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The primary mission of the Corporation is to provide tax-deductible opportunities and avenues for contributions in support of the charitable activities of the **Gamma Zeta Sigma Chapter of Phi Beta Sigma Fraternity, Inc.** The Corporation will solicit contributions from corporate and other philanthropic partners, as well as volunteers, to provide monetary and human resources needed to develop and execute its activities and programs.

In addition, the Corporation will receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether of real, personal or mixed property, from any and every source, governmental as well as private, and particularly from any person, or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the

objects of this Corporation. Further, the Corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. MEMBERS

The Corporation's members shall be comprised of its Board of Directors.

ARTICLE VI. ELECTION OF BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors as established and elected in accordance with the Corporation's Bylaws.

ARTICLE VII. LIMITATION ON CORPORATE POWERS

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) 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 purposes of this Corporation.

ARTICLE VIII. DISSOLUTION

Upon 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, 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 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine or to the federal, state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

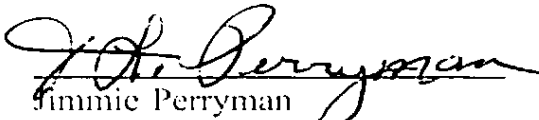
The Corporation designates Wayne M. Richards, Esq., of 721 U.S. Highway 1, Suite 214, North Palm Beach, FL 33408 as the street address of the initial registered office of the Corporation and names Wayne M. Richards, P.A., as the Corporation's initial registered agent at that address to accept service of process within this state.

ADOPTION

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on this 6th day of August 2019.

IN WITNESS WHEREOF, the undersigned officer has executed the Amended and Restated Articles of Incorporation and hereby verify that the facts contained herein are true.

DATED this 6th day of August 2019


Jimmie Perryman
President, Board of Directors

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 August 6, 2019

Signature J. L. Perryman
(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)

Timmie L. Perryman
(Typed or printed name of person signing)

President
(Title of person signing)