

N11000010234

(Requestor's Name)

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(City/State/Zip/Phone #)

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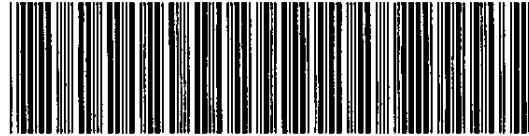
(Business Entity Name)

(Document Number)

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7/31/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **GIVE A DAY FOUNDATION INC**

DOCUMENT NUMBER: **11000010234**

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

Please return all correspondence concerning this matter to the following:

Otis Taylor Jr.

(Name of Contact Person)

GIVE A DAY FOUNDATION INC

(Firm/ Company)

3686 Caladesi

(Address)

Clermont FL 34711

(City/ State and Zip Code)

otiis@giveadayfoundation.org

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

For further information concerning this matter, please call:

Otis Taylor Jr.

(Name of Contact Person)

at **407** **864-3303**

(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

GIVE A DAY FOUNDATION INC

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

11000010234

(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:

Give A Day Foundation Inc.

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)

C. Enter new mailing address, if applicable:

(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:

(Florida street address)

New Registered Office Address:

_____, 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

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Ameed Taylor</u>	<u>PO Box 93097</u> <u>Phoenix Az</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>David Taylor</u>	<u>1765 Golf Garden Way</u> <u>Apopka Fl</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Mark Wishart</u>	<u>3686 Caladesi Rd</u> <u>Clermont Fl 34711</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Dwayne Hardy</u>	<u>3686 Caladesi Rd</u> <u>Clermont Fl 34711</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P D</u>	<u>Otis Taylor</u>	<u>3686 Caladesi Rd</u> <u>Clermont Fl 34711</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S T</u>	<u>Sandra Taylor</u>	<u>3686 Caladesi Rd</u> <u>Clermont Fl 34711</u>

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

Amended Articles see attach sheets

Article III (Purpose) page 1 & 2

Article IV (The manner in which directors are elected or appointed)
page 3

Additional Articles

Article IX (Bylaws) page 4

Article X (Amendments to Articles) page 5

Article XI (Indemnification) page 6

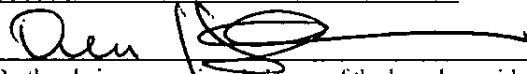
The date of each amendment(s) adoption: 07/27/13, if other than the date this document was signed.

Effective date if applicable: _____
(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 07/27/13

Signature 
(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)

Otis Taylor Jr.
(Typed or printed name of person signing)

President
(Title of person signing)

ARTICLE III
Purpose

The Corporation is formed exclusively for charitable purposes. Those purposes, and the Corporation's powers, include the following:

- a) to operate as a volunteer service organization in Central Florida which organizes and provides volunteers to local community and charitable organizations; and
- b) to do anything permitted under Chapter 617 of the Florida Statutes as amended from time to time

The powers of the Corporation, with reference to both the organization and the operations of the Corporation, shall be construed as limited in order to comply with the requirements of section 501(c)(3) of the Internal Revenue Code. Specifically, the following provision shall govern the organization and the operations of the Corporation:

- a) 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 III. No member, director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted under Section 501 (h) of the Code), 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.
- b) Notwithstanding any other provision of these articles, this corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c)(3) of the Code, having a purpose consistent with the purpose set forth in the Article III, or to the Federal Government, or to a State or local government, for a public purpose
- c) Upon the liquidation, dissolution or winding up of the corporation, in any manner or any reason whatsoever, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other state and exempt under Section 501(c)(3) of the Internal Revenue Code, having a purpose consistent with the purpose set forth in this Article III or to the federal government, or to a state or local government, for a public purpose.

ARTICLE III
Purpose (continue)

- d) References to "charitable organizations" or "charitable organizations" mean corporations, trust, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purpose, no part of the net earnings which inures or is payable to or for the benefit of any private shareholder or individual.
- e) The term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of Section 501 (c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possessions of the United States.

Article IV

The manner in which directors are elected or appointed is:

The affairs and property of the corporation shall be managed and governed by a Board of Directors. The number, qualifications and manner of election or appointment of the Directors and their terms of office shall be provided in the by-laws of the Corporation.

**ARTICLE IX
BYLAWS**

The bylaws of the corporation shall initially be adopted by the Board of Directors, which bylaws may be altered amended or rescinded in accordance with the bylaws at any duly called meeting of the Board of Directors of the Corporations at which a quorum is present by majority vote of those directors in attendance at such meeting.

ARTICLE X
Amendments to Articles

An amendment of these Articles of Incorporation shall require adoption by the majority vote of all the member of the board of directors.

ARTICLE XI
Indemnification

- 1) No director or officer who also serves as a director of the corporation shall be liable to the corporation for money damages except under the circumstances, as provided by Florida law in which this limitation on liability shall not apply.
- 2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its current acting and its former directors against any and all liabilities and expense incurred in connection with their services as either a director, officer, or an employee and may indemnify, to the same extent, persons who service and Have served at their request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation may advance expenses to such directors and other persons referred to above to the extent permitted by Florida Law.
- 3) To the maximum extent permitted by Florida law, the Corporation shall indemnify its current acting and its former officers, employee, and agents, who are not also director, against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, and agents referred to in this paragraph to the extent permitted by Florida Law.
- 4) Reference to Florida Law shall include, but are not limited to, the Florida (general Corporate Law) as from time to time amended. Neither the repeal or amendment of this Article XI, nor any other amendment to these Article of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article XI with respect to any act or omission which shall have occurred prior to such repeal of amendment.