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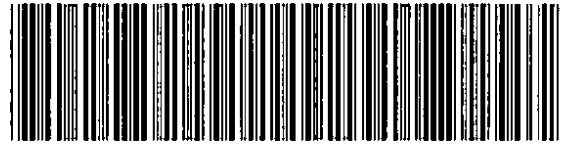
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JAN 28 2020

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROJECT GRADUATION, INC

DOCUMENT NUMBER: NI1000010374

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

Please return all correspondence concerning this matter to the following:

JOE A. CATARINEAU, JD, CPA

Name of Contact Person

JOE A. CATARINEAU, PA

Firm/ Company

91750 OVERSEAS HIGHWAY

Address

TAVERNIER, FL 33070

City/ State and Zip Code

JOE@TAXCATCPA.COM

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

For further information concerning this matter, please call:

JOE A. CATARINEAU at (305) 852-4833
Name of Contact Person 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 &
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☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
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is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
PROJECT GRADUATION, INC.
DOCUMENT NUMBER: N11000010374

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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. An additional Article is hereby added as follows:

ARTICLE IX
Purpose and Powers

The purposes for which the Corporation is organized are:

A) The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes.

B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

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

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

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

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

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

H) 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) of the Internal Revenue Code and as they now exist or as they may hereafter be amended.

I) Upon the dissolution of the Corporation, the Board of Directors shall, after paying 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 provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

For the accomplishment of its purposes, the Corporation and the Board of Directors will have all of the common law and statutory powers and duties of a not-for-profit corporation except as specifically limited or modified by these Articles of Incorporation, the Bylaws, or *Chapter 617, Florida Statutes*, as each is amended, including without limitation the following:

A) To employ accountants, attorneys, and other professional personnel to perform the services required for proper operation of the Corporation.

B) To enter into agreements, or acquire leaseholds, memberships, and other possessory ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the Corporation.

C) To borrow money if necessary to perform its other functions hereunder.

D) To sue and be sued.

E) To own and convey property.

The amendment was adopted by the board of directors as there are no members or members entitled to vote on the amendment.

Dated the 20th day of December, 2019.

By: Jude Lindback
Jude Lindback, Chairman of the Board