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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Friends of Jacksonville Beach Elementary, Inc

DOCUMENT NUMBER: N12000004345

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

Please return all correspondence concerning this matter to the following:

Valerie Gregg
(Name of Contact Person)

Friends of Jacksonville Beach Elementary, Inc.
(Firm/ Company)

315 S. 10th Street
(Address)

Jacksonville Beach, FL 32250
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Valerie Gregg at 904-608-7777
(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 & 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
Chilton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Friends of Jacksonville Beach Elementary, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

N12 000004345

(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)

315 S. 10th Street

Jacksonville Beach, FL 32250

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

315 S. 10th Street

Jacksonville Beach, FL 32250

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:

Valerie Gregg

315 S. 10th Street

(Florida street address)

New Registered Office Address:

Jacksonville Beach, Florida 32250

(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.

(X) Valerie L. Gregg

Signature of New Registered Agent, if changing

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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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>DIR</u>	<u>Michael Hosto</u>	<u>2329 Barefoot Trac</u> <u>Atlantic Beach, FL</u> <u>32233</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>DIR</u>	<u>Mark Arstn</u>	<u>4203 Tidewater Dr</u> <u>Jacksonville, FL</u> <u>32250</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>DIR</u>	<u>Daniel Siragusa</u>	<u>3716 Camden Is. G</u> <u>Jacksonville, FL</u> <u>32224</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Valerie Gregg</u>	<u>634 Lower 8th Ave. So</u> <u>Jacksonville Beach, FL</u> <u>32250</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Karen Bagaria</u>	<u>1030 1st St. N</u> <u>Jacksonville Beach, FL</u> <u>32250</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VS</u>	<u>Amanda Ferrelle</u>	<u>1365 Hickory Marsh</u> <u>Neptune Beach, FL</u> <u>32266</u>

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.

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Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
⑦ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Tracy Tousey</u>	<u>306 12th Street</u> <u>Atlantic Beach, FL</u> <u>32233</u>
⑧ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Mary Lauren</u> <u>Eubank</u>	<u>1064 Theodore Ave.</u> <u>Jacksonville Beach, FL</u> <u>32250</u>
⑨ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Kathy Waller</u>	<u>1742 Oakbreeze Lane</u> <u>Jacksonville Beach, FL</u> <u>32250</u>
⑩ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Katie Hathaway</u>	<u>225 Myra Street</u> <u>Neptune Beach, FL</u> <u>32266</u>
⑪ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Kate Ansart</u>	<u>3942 Donforth Dr. W.</u> <u>Jacksonville, FL</u> <u>32224</u>
⑫ 44 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Kasey Repass</u>	<u>4503 Cogina DR.</u> <u>Jacksonville Beach, FL</u> <u>32250</u>

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

Please add the attached
Articles of Incorporation

The date of each amendment(s) adoption: 9/21/18, 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 9-26-18

Signature Valerie L. Gregg
(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)

Valerie Gregg
(Typed or printed name of person signing)

President
(Title of person signing)

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FRIENDS OF JACKSONVILLE BEACH ELEMENTARY, INC.**

RECITALS

The undersigned, as President and Director of Friends of Jacksonville Beach Elementary, Inc. (the "Corporation"), does hereby certify that:

The original Articles of Incorporation of the corporation were filed with the Florida Secretary of State on April 30, 2012, effective May 1, 2012; and

On October 1, 2012, the Board of Directors of the organization unanimously voted to amend and restate the Articles of Incorporation for the first time. These Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007, Florida Statutes, do not require member approval and shall supersede the original Articles of Incorporation and any amendments thereto.

On Friday, August 17, 2018, the Board of Directors of the corporation unanimously voted to amend and restate the Articles of Incorporation for the second time. This document shall supersede the First Amended and Restated Articles of Incorporation and any amendments thereto.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is Friends of Jacksonville Beach Elementary, Inc. It may also be known as "FOJBE" as well as "FOJBE Parent Teacher Organization (PTO)".

ARTICLE II. PRINCIPAL OFFICE OF THE CORPORATION

The principal office and mailing address of the corporation in the State of Florida shall be 315 South 10th Street, Jacksonville Beach, FL 32250 in Duval County.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is 315 South 10th Street, Jacksonville Beach, FL 32250 in Duval County. The name of the registered agent will be the elected president of the corporation.

ARTICLE IV. PURPOSES AND POWERS OF THE CORPORATION

Section 1. This corporation is organized under the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are:

- a. Exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501c3 of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt.
- b. Except as limited by the Articles of Incorporation and the Bylaws, the corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Section 2. It is the intention of the corporation to be exempt from income taxes as an organization described in Section 501c3 of the Internal Revenue Code. Accordingly, notwithstanding any other provision of these Articles of Incorporation:

- a. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501c3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.
- b. The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member, elected officer, chair, committee member, or person connected with, the corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes.
- c. Except to the extent permitted by the Internal Revenue Code, the corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in (including by the publishing of distributing of the statements) any political campaign on behalf of or in opposition to any candidate for public office.
- d. During any period when the corporation is determined to be a "private foundation" as defined in section 509 of the Internal Revenue Code, the corporation, in accordance with the following sections thereof, shall:
 - a. Distribute such amounts for each taxable year at such time and in such a manner as not to subject the corporation to tax on undistributed income under Section 4942.
 - b. Not engage in any act which is subject to tax as self-dealing under Section 4941.

- c. Not retain any holdings which are subject to tax as excess business holdings under Section 4943.
- d. Not make any investments in such manner as to subject the corporation to tax under Section 4944.
- e. Not make any taxable expenditures which are subject to tax under Section 4945.

ARTICLE V. MEMBERSHIP

This corporation shall have members as noted in the Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by its Board of Directors which is known as the Elected Officers or Executive Committee in the Bylaws. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the corporation.

ARTICLE VII. DISSOLUTION

A two-thirds (2/3) vote of the members present at a general meeting may authorize the dissolution of the corporation. After dissolution is authorized, the corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to Jacksonville Beach Elementary school for their Discretionary Fund.

ARTICLE VIII. DURATION

The corporation shall exist perpetually unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

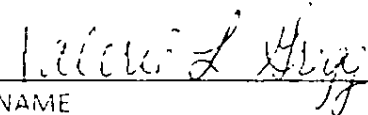
ARTICLE IX. AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X. BYLAWS

The Bylaws of this corporation shall be adopted by the corporation and may be altered, amended, or rescinded by a two-thirds (2/3) vote of the members present at a general meeting.

The undersigned, constituting a President and Director of the corporation, has executed these Second Amended and Restated Articles of Incorporation this 17th day of August, 2018.



NAME
President and Director