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Florida Department of State
Division of Corporations
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Division of Corporations
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IT'S ABOUT CHANGE, INC.

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TALLAHASSEE, FLORIDA

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OCT 24 2012

T. LEMIEUX

10/23/2012

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Articles of Amendment
to
Articles of Incorporation
of

It's About Change, Inc.

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

N12000005831

(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:

N/A

(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

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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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> N/A Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

See attached Articles III, VIII, IX, and X.

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The date of each amendment(s) adoption: October 16, 2012

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 10/23/12
Signature [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)

James L. Rothschild
(Typed or printed name of person signing)
Incorporator
(Title of person signing)

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IT'S ABOUT CHANGE, INC.
ARTICLES OF INCORPORATION

ARTICLE III is deleted in its entirety and replaced with the following:

ARTICLE III – PURPOSE

The Corporation is formed exclusively for charitable, religious, educational and scientific purposes, including the making of distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). These purposes include, but are not limited to, the following:

- (a) to raise funds to help meet the needs of the impoverished and to support worthwhile community activities, civic events and services for the economically and socially disadvantaged;
- (b) to receive and administer funds for the benefit of the Corporation, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
- (c) to sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth in this ARTICLE III without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law;
- (d) to own, use, buy, sell, mortgage or encumber real and personal property as will tend to promote the objects of this Corporation and the doing of all things necessary or incident to the purposes of this Corporation; and
- (e) to do such other lawful acts or activities to accomplish its charitable, religious, educational and scientific purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

ARTICLE VIII: All of the assets, property, income, revenue, and earnings of the Corporation shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Directors, subject to the Bylaws, to carry out the objectives and

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IT'S ABOUT CHANGE, INC.
ARTICLES OF INCORPORATION

purposes of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private director, officer or other person; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof; and provided further, however, that nothing herein contained shall be construed to prevent the payment of fees, salaries or other remunerations to directors or other persons, firms or corporations. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX: Upon any dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision for the payment of all 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 purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE X: The Corporation:

- (a) will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
- (b) will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
- (c) will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
- (d) will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or

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IT'S ABOUT CHANGE, INC.
ARTICLES OF INCORPORATION

corresponding provisions of any subsequent Federal tax laws;

- (e) will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

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