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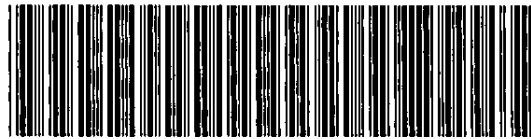


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FILED
OCT 24 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

OCT 24 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Golden Minds Learning Center Inc**

DOCUMENT NUMBER: **N12000006248**

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

Please return all correspondence concerning this matter to the following:

Debra A. Ball

(Name of Contact Person)

Golden Minds Learning Center Inc

(Firm/ Company)

P O Box 12575

(Address)

Fort Pierce, FL 34979

(City/ State and Zip Code)

goldenmindslc@yahoo.com

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

For further information concerning this matter, please call:

Debra A. Ball

(Name of Contact Person)

at **772 595-6441**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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

FILED

OCT 24 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Golden Minds Learning Center Inc

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

N12000006248

(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:

not applicable

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)

not applicable

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

not applicable

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: not applicable

(Florida street address)

New Registered Office Address:

not applicable

(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

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 checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Vice</u>	<u>Bobby S. Ball</u>	<u>2609 Navajo Avenue</u> <u>Fort Pierce, FL 34946</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Sec</u>	<u>Alice Parks</u>	<u>1823 S. 32nd Street</u> <u>Fort Pierce, FL 34947</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Trea</u>	<u>LaQuita Ball</u>	<u>2609 Navajo Avenue</u> <u>Fort Pierce, FL 34946</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u>not applicable</u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u>not applicable</u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u>not applicable</u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:

· (attach additional sheets, if necessary). (Be specific)

see attached pages, amendment to Article 3

AMENDED
ARTICLES OF INCORPORATION
For
GOLDEN MINDS LEARNING CENTER INC.

The undersigned incorporator, for the purpose of forming a Florida not for-profit corporation under Chapter 617 of Florida Statutes, hereby adopts the following Articles of incorporation:

- A. **The name of the corporation is:** Golden Minds Learning Center Inc.
- B. **Principal place of business address of the corporation:** 2609 Navajo Ave, Fort Pierce, FL 34946
- C. **The mailing address of the corporation:** PO Box 12675, Fort Pierce FL 34979
- D. **The name of the registered Agent:** Debra A. Ball
The address of this registered agent is: 2609 Navajo Avenue, Fort Pierce, FL 34946
- E. **Duration of Membership:** Elections will be held every two years. All offices will be vacated at time of Elections.
- F. **Board of Directors:** the method of selection of the Board of Directors and number of directors shall be stated in the bylaws: Officers are as follows: (1) President, Debra A. Ball (2) Vice President, Bobby S. Ball (3) Secretary, Alice Parks (4) Treasurer, LaQuita Ball
- G. **Corporate Purposes:** The specific Purposes for which this corporation is organized to provide a safe nurturing learning Environment for children with special needs and low-income families. This corporation has been formed for educational and charitable reasons within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law."
 - 1. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments of agencies.
 - 2. All of the foregoing purposes shall be exercised exclusively for educational and charitable purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
 - 3. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporations educational purposes the property assets, profits and net income of the corporation are irrevocably dedicated to the educational and charitable purpose not part of which shall inure to the benefit of any individual.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of the statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. **Lobbying and Political Campaigns:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
5. **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c) (3) of the Internal Revenue Code of 1986 to be used exclusively for educational and charitable purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by Attorney General or by any person concerned in the liquidation.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. **"Private Foundation" Provisions:** In the event this Corporation is considered to be a "Private Foundation" by the U. S. Internal Revenue Service under provisions of the United States Code of the following provisions apply:
- a.) The Corporation will distribute its income for each tax year at a time and a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b.) The Corporation will not engage in any act of self-dealing as defined in section 494 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c.) The Corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - e.) The Corporation will not make any taxable expenditure as define in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal code.

H. **Indemnification** – Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of proceeding by reason of the fact that he is or was a Directors of Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors of administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director-or-Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusively of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

The incorporator hereby executes these Articles of Incorporation on this 1 day of October, 2012.

Debra A. Ball
Debra A. Ball

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for The Golden Minds Learning Center Inc. a Florida not for Profit Corporation.

Debra A. Ball
Debra A. Ball

Date: 10-1-12

Golden Minds Learning Center Inc

32-0381084

The date of each amendment(s) adoption: 06/24/2012

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 10/01/2012

Signature Debra A. Ball
(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)

Debra A. Ball
(Typed or printed name of person signing)

President
(Title of person signing)