

112000006572

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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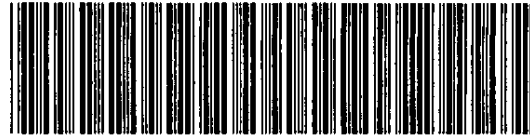
(Business Entity Name)

(Document Number)

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2013 JUN 18 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/18/13

[Signature]
J. LEMIEUX

JUN 20 2013

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A Place in the Sun Foundation, Inc.

DOCUMENT NUMBER: N12000006572

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

Please return all correspondence concerning this matter to the following:

Michael Conway

(Name of Contact Person)

A Place in the Sun Foundation, Inc.

(Firm/ Company)

30 Mill Street, Ste 411

(Address)

Arlington, MA 02476

(City/ State and Zip Code)

michael.conway@place-in-the-sun.org

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

For further information concerning this matter, please call:

Michael Conway

(Name of Contact Person)

at 727 259 9291

(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 checked="" 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

Place in the Sun Foundation, Inc.

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

N12000006572

(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)

30 Mill Street, Ste 411

Arlington, MA 02476

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

30 Mill Street, Ste 411

Arlington, MA 02476

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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SECRETARY OF STATE
TALLAHASSEE, 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	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

This amendment replaces our electronic articles of incorporation filed with the state of Florida with a fully amended articles of incorporation in order to comply with IRS tax exemption requirements. These new articles contain both the sections required by the State of Florida and the Internal Revenue Services.

(SEE ATTACHED ARTICLES)

The date of each amendment(s) adoption: June 8, 2013

Effective date if applicable: June 8, 2013
(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 June 8, 2013

Signature Michael Conway
(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)

Michael Conway

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

ARTICLES OF INCORPORATION For A Place in the Sun Foundation, Inc.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following articles of incorporation:

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Place in the Sun Foundation, Inc.** The business of the corporation may be conducted as **Place in the Sun Foundation, Inc.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Place in the Sun Foundation, Inc. is a non-profit corporation organized to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Place in the Sun Foundation, Inc.'s purpose is to improve the quality of education in communities in West Africa. We work directly with communities to plan and implement projects whose main objective is to ensure quality education for students in underserved communities.

Our programs included early childhood development curriculum targeted towards children ages 3-6. Working with citizens, we aim to build a solid foundation for students at these critical years that will ensure their future success in primary school and beyond.

In addition, we establish community resource centers, where both children and adults can access technology as a means of learning. This includes computer training, internet access, and software designed to facilitate learning of traditional subjects.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Place in the Sun Foundation, Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Place in the Sun Foundation, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **Place in the Sun Foundation, Inc.** 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 the purpose clause hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

Place in the Sun Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Place in the Sun Foundation, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **Place in the Sun Foundation, Inc.**, any 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 a court of competent jurisdiction in 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.

The organization to receive the assets of the **Place in the Sun Foundation, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Place in the Sun Foundation, Inc.** if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Place in the Sun Foundation, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations dedicated to improve education for underserved communities in West Africa.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Place in the Sun Foundation, Inc. shall be governed by its board of directors. The manner in which directors are appointed or elected is provided for in the organization's bylaws.

5.02 Initial Directors

The initial directors of the corporation shall be:

Michael Conway

Edward White

Marisa Conway

Anton Maslak

Nicholas Birger

Alexander Greenberg

ARTICLE VI

MEMBERSHIP

6.01 Membership

Place in the Sun Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

30 Mill Street, Ste. 411

Arlington, MA 02476

The mailing address of the corporation is:

30 Mill Street, Ste. 411

Arlington, MA 02476

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Edwin C. Muller
3766 25th Ave N,
Saint Petersburg, FL 33713

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

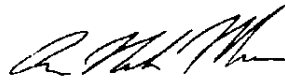
Michael Conway
66 Cameron Ave, Apt. 2
Somerville, MA 02144-2404

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Place in the Sun Foundation, Inc.** were approved by the board of directors on **July 4th, 2012** and constitute a complete copy of Articles of Incorporation of the **Place in the Sun Foundation, Inc.**



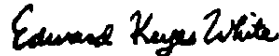
Michael Conway
66 Cameron Ave, Apt. 2
Somerville, MA 02144



Anton Maslak
300 North Canal St, #2308
Chicago, IL 60606



Marisa Conway
66 Cameron Ave, Apt. 2
Somerville, MA 02144



Edward White
60 Briarcliff St. Louis,
MO 63124



Nicholas Birger
168 Auburn Street,
Cambridge, MA 02139



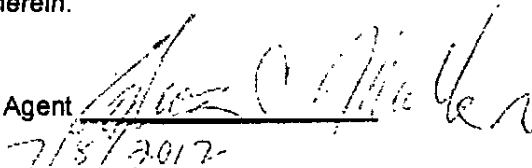
Alexander Greenberg
1730 Seaton St.,
NW Washington D.C. 20009

Acknowledgment of consent to appointment as registered agent

I, Edwin C. Muller, agree to be the registered agent for **Place in the Sun Foundation, Inc.** as appointed herein.

Registered Agent

Date:


7/8/2012