

1120000009477

ICARE

40 J. Fraser

5861 Pangola Rd.

Ft. Myers, FL 33905

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000269603280

02/25/15--01012--001 \*\*43.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 FEB 25 AM 9:33

Amend/cc  
10 2/27/15

Articles of Amendment  
to  
Articles of Incorporation  
of

Institute for Culinary Awareness, Research and Education, Inc.

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

N12000009477

(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:**

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**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**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:

(Florida street address)

New Registered Office Address:

(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 FEB 25 AM 9:33

Page 2 of 4

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

SEE ATTACHED SHEETS

**AMENDED ATTACHMENTS****Article III Purpose - The purpose for which the corporation is organized is:**

This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida. Said organization is organized 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.

The Mission of the Institute for Culinary Awareness, Research and Education, Inc. (ICARE) is to establish nonprofit grassroots programs where individuals, as well as, public and private organizations can participate in nonprofit research and education for culinary technique, nutritional understanding, and sustainable agriculture.

The purpose of ICARE is to offer a services and curriculum to the community of Cape Coral, Florida and the population at large, including but not limited to;

1. Resources for culinary and agricultural awareness
2. Educational curriculum
3. Industry training
4. Scholarship awards for students pursuing careers in agriculture or culinary arts.

The service, programs, and curriculum are offered through the Institute for Culinary Awareness, Research, and Education, which acts as a resource and educational center as well as a community center for industry employment and other programs aimed at the promotion of local agricultural commerce, culinary awareness, and community enrichment.

ICARE provides affordable educational opportunities and offers unique experiences for individuals and organizations that want to discover the universal benefits of sustainable agriculture, nutrition and culinary arts. ICARE curriculum and programs are delivered by industry professionals and applied in collaboration with community organizations, school and hospital food outlets, local food conservation programs, and land redevelopment projects.

**Dissolution of Corporation**

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Moreover, upon the dissolution of the organization, assets that have not been 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, 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.

**Conflict Of Interest**

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article IV - The manner in which the directors are elected and appointed:**

Elections will be held at the annual meeting in December. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated. From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two year terms and may be elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered in person orally, in writing, by telephone or email prior to such meetings.

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: JULY 21, 2014

(no more than 90 days after amendment file date)

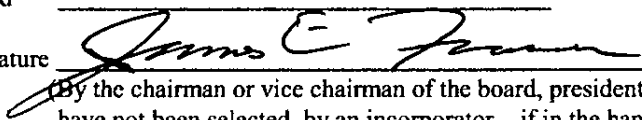
Adoption of Amendment(s) (CHECK ONE)

☐ 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 JULY 21, 2014

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 E. FRASER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)