

N 12000010852

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15 MAY -1 PM 1:35  
SOUTHERN DISTRICT  
JALAMORE, ILLINOIS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **RocketSTEM Media Foundation, Inc.**

DOCUMENT NUMBER: **N12000010852**

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

Please return all correspondence concerning this matter to the following:

**Michael C. Clark**

(Name of Contact Person)

**RocketSTEM**

(Firm/ Company)

**PO Box 34409**

(Address)

**Pensacola, FL 32507**

(City/ State and Zip Code)

**chase.clark@rocketstem.org**

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

For further information concerning this matter, please call:

**Michael C. Clark**

(Name of Contact Person)

at **850 776-8860**

(Area Code & Daytime Telephone Number)

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

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2015

MICHAEL C CLARK  
PO BOX 34409  
PENSACOLA, FL 32507

SUBJECT: ROCKET STEM MEDIA FOUNDATION, INC.  
Ref. Number: N12000010852

We have received your document for ROCKET STEM MEDIA FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that you have submitted two document under one filing fee. Please either choose one to file and resubmit or remit an additional filing fee of \$35.00 to file them both. Also, as per Florida statute 607 part III, not for profit corporations cannot be a public benefit corporation. This title is designated only for for profit corporations wishing to also provide a specific public benefit. Please remove all reference to "Public Benefit Corporation."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 615A00004774

RECEIVED  
15 MAY -1 AM 9:35  
REGISTRATION DIVISION  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FIXED.  
*[Signature]*

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at ( **850** ) **776-8860**

(Area Code & Daytime Telephone Number)

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Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

15 MAY -1 PM 1:35

RocketSTEM Media Foundation, Inc.

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

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

N12000010852

(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*

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"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PS</u>	<u>Michael C. Clark</u>	<u>PO Box 34409</u> <u>Pensacola, FL</u> <u>32507</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Brenden E. Clark</u>	<u>PO Box 34409</u> <u>Pensacola, FL</u> <u>32507</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Timothy D. Brown</u>	<u>PO Box 34409</u> <u>Pensacola, FL</u> <u>32507</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Anthony Fitch</u>	<u>PO Box 34409</u> <u>Pensacola, FL</u> <u>32507</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Nicole Solomon</u>	<u>PO Box 34409</u> <u>Pensacola, FL</u> <u>32507</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>          </u>	<u>                                  </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)

\* Majority of document changed. See attached five pages.

The date of each amendment(s) adoption: January 19, 2015, if other than the date this document was signed.

Effective date if applicable: February 24, 2015  
(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 2/24/2015

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)

Michael Chase Clark  
(Typed or printed name of person signing)

Executive Director  
(Title of person signing)



## **ARTICLE I**

### **NAME**

#### **1 Name**

The name of this corporation shall be RocketSTEM Media Foundation, Inc. The business of the corporation may be conducted as RocketSTEM Media Foundation, Inc. or RocketSTEM Magazine.

## **ARTICLE II**

### **DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

#### **3.01 Purpose**

RocketSTEM Media Foundation, Inc. is a non-profit corporation and shall be operated exclusively for educational, literary and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

RocketSTEM Media Foundation was established for the purpose of fostering science, technology, engineering and mathematics (STEM) education, as well as promoting the benefits of space exploration.

Our goals are to a) inspire the next generation of scientists, engineers and astronauts; b) keep educators informed on space developments and help them better work STEM lessons into their classrooms; c) raise awareness of the benefits of space exploration; and d) encourage international cooperation in space exploration.

Our programs include the creation and publication of RocketSTEM magazine, a digital and print magazine made freely available on the internet at this time.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

RocketSTEM Media Foundation, Inc. is organized exclusively for charitable, literary 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 RocketSTEM Media 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.

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.

RocketSTEM Media 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 assets, 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 RocketSTEM Media 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 RocketSTEM Media Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the RocketSTEM Media Foundation, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the RocketSTEM Media Foundation, Inc. and 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 RocketSTEM Media 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 located within the State of Florida.

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.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties 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.

#### **4.05 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.

#### **4.06 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**

RocketSTEM Media Foundation, Inc. shall be governed by its board of directors.

## **5.02 Directors**

The directors of the corporation shall be [DIRECTORS' NAMES]

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

RocketSTEM Media 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 address of the corporation is:

RocketSTEM Media Foundation, Inc.  
1029 Freeboard Blvd.  
Pensacola, FL 32507

The mailing address of the corporation is:

RocketSTEM Media Foundation, Inc.  
P.O. Box 34409  
Pensacola, FL 32507

## **ARTICLE IX appointment of registered agent**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Michael Chase Clark  
1029 Freeboard Blvd.  
Pensacola, FL 32507

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Michael Chase Clark  
1029 Freeboard Blvd.  
Pensacola, FL 32507