

N13000002192

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

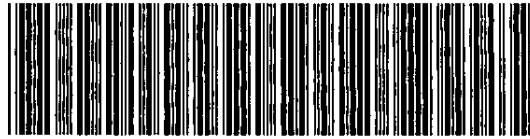
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAY 14 PM 4:36

*Amend*

MAY 17 2013

T. BROWN

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Every Child Matters, Inc.**

**N13000002192**

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

**Chantale Edmond**

\_\_\_\_\_  
(Name of Contact Person)

**Every Child Matters, Inc.**

\_\_\_\_\_  
(Firm/ Company)

**5821 Swordfish Court Unit C**

\_\_\_\_\_  
(Address)

**Tamarac, FL 33319**

\_\_\_\_\_  
(City/ State and Zip Code)

**pstlearning@gmail.com**

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

notification) For further information concerning this matter, please call:

**Chantale Edmond**

\_\_\_\_\_  
(Name of Contact Person)

at ( **954** ) **681-8981**

\_\_\_\_\_  
(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee    ☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAY 14 PM 4:36

Every Child Matters, Inc.

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

N13000002192

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

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:

, Florida

(City)

(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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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) <u>      </u> Change <u>X</u> Add <u>      </u> Remove	<u>BM</u>	<u>Frantz Dorsainvil</u>	<u>PO Box 26115</u> <u>Tamarac, FL 33320</u>
2) <u>      </u> Change <u>X</u> Add <u>      </u> Remove	<u>Sec</u>	<u>Malene Robinson</u>	<u>PO Box 26115</u> <u>Tamarac, FL 33320</u>
3) <u>      </u> Change <u>      </u> Add <u>      </u> Remove	<u>      </u>	<u>      </u>	<u>      </u> <u>      </u> <u>      </u>
4) <u>      </u> Change <u>      </u> Add <u>      </u> Remove	<u>      </u>	<u>      </u>	<u>      </u> <u>      </u> <u>      </u>
5) <u>      </u> Change <u>      </u> Add <u>      </u> Remove	<u>      </u>	<u>      </u>	<u>      </u> <u>      </u> <u>      </u>
6) <u>      </u> Change <u>      </u> Add <u>      </u> 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)*

The Articles of Incorporation of Every Child Matters, Inc. are hereby amended as follows:

**1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

**ARTICLE III  
CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. 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 or agencies.
4. All of the foregoing purposes shall be exercised exclusively for charitable and educational 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.

2. The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:

**Article VIII  
501 (c)(3) Limitations**

- A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code ..

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- B. **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 Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- C. **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.
- D. **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 charitable and educational 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 the Attorney General or by any person concerned in the liquidation.
- E. **"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 the following provisions apply:
- a.) The Corporation will distribute its income for each tax year at a time and in 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 4941 (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 expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**3. The following additional Article is hereby added to the Articles of Incorporation. Article IX reads as follows:**

**Article IX  
INDEMNIFICATION**

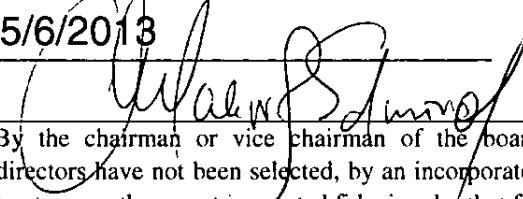
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or 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 exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

The date of each amendment(s) adoption: 5/6/2013

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 5/6/2013  
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)

Chantale Edmond  
(Typed or printed name of person signing)

President  
(Title of person signing)