

N130000004391

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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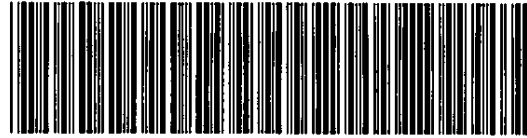
(Business Entity Name)

(Document Number)

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14 MAY 14 10 03 33  
TALLAHASSEE, FLORIDA

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MAY 27 2014

R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Government Mentor Associates Inc.

**DOCUMENT NUMBER:** N13000004391

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

Please return all correspondence concerning this matter to the following:

**Barry C. Nelsen**

(Name of Contact Person)

**Government Mentor Associates Inc.**

(Firm/ Company)

**1065 S. Pinellas Avenue**

(Address)

**Tarpon Springs FL 34689**

(City/ State and Zip Code)

**barryn@proxity-ec.com**

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

For further information concerning this matter, please call:

**Lonnie Smith**

(Name of Contact Person)

at **770 780-2195**

(Area Code & Daytime Telephone Number)

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

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

14 MAY 14 AM 8:33

Government Mentor Associates Inc.

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

N13000004391

TALLAHASSEE, FLORIDA

(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 type="checkbox"/> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>          </u>	<u>          </u>	<u>          </u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3 ) <input type="checkbox"/> Change	<u>          </u>	<u>          </u>	<u>          </u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>          </u>	<u>          </u>	<u>          </u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change	<u>          </u>	<u>          </u>	<u>          </u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change	<u>          </u>	<u>          </u>	<u>          </u>
<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)

See Attached

**Government Mentor Associates Inc.**  
**N13000004391**  
**Articles of Amendment**  
**Florida Department of State**  
**Division of Corporations**

The purpose for which the corporation is organized is to support business and community development project by providing specialized training and mentoring to current business owners and new businesses, in addition to other support services and to do so within the law all things necessary and proper for accomplishment.

The corporation is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include, but not limited to, acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501(c)(3).

Notwithstanding any other provision of these articles of incorporation:

- a) No part of the net earnings of the Corporation shall inure to the benefit of any trustee of the corporation, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

**Indemnification of Trustees and Officers**

Each member and each Officer or former member or officer of the Corporation may be indemnified and may be advanced reasonable expenses reasonably incurred by him or her in connection with any claim against them, or any action, suit or proceeding to which he or she may be a party by reason of being, or having been, a member, or officer and against such sum as independent counsel selected by the Trustees shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided however, that no trustee or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the trustees shall not deem reasonable payment made primarily with a view to avoiding the expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which trustees or officers may be entitled under any bylaw, agreement, corporate resolution, and vote of trustees or otherwise. The

**Government Mentor Associates Inc.**

**N13000004391**

**Articles of Amendment**

**Florida Department of State**

**Division of Corporations**

Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable with state law.

**Limitation on Scope of Liability**

No trustee shall be liable to the Corporation for monetary damages for breach of duty of care or other duty as a trustee, except that this provision may not eliminate or limit liability:

- a) For any appropriation, in violation of the trustee's duties, of any business opportunity of the corporation
- b) For acts or omissions which involve intentional misconduct or a knowing violation of law; or
- c) For any transaction from which the trustee received an improper personal benefit

**Dissolution**

Upon the dissolution of the Corporation's affairs, the trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation then remaining in the hands of the Corporation to other community Corporations aligned to the mission of the Corporation to be used exclusively for the purposes as described in Article Four hereof. In the event that, upon dissolution of the Corporation, the trustees shall fail to act in the manner herein provided within a reasonable period of time, upon application of one or more persons having a real interest in the Corporation or its assets, the Corporation's assets shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes

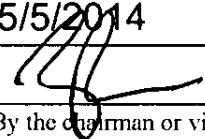
The date of each amendment(s) adoption: 5/1/2014, if other than the date this document was signed.

Effective date if applicable: 5/1/2014  
(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 5/5/2014

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)

Barry C. Nelsen

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)