

N13000006225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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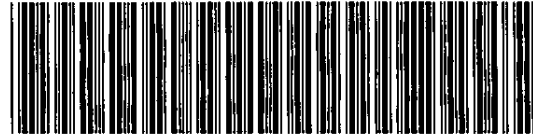
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14 MAY 13 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
MAY 23 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Coventry-Payne Foundation, Inc.

DOCUMENT NUMBER: N13000006225

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

Please return all correspondence concerning this matter to the following:

Laurie Coventry-Payne

(Name of Contact Person)

Coventry-Payne Foundation, Inc.

(Firm/ Company)

14 Seasons Dr

(Address)

Punta Gorda, FL 33983

(City/ State and Zip Code)

coventrypayne@me.com

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

For further information concerning this matter, please call:

LAURIE COVENTRY

(Name of Contact Person)

at (941) 855-0777

(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

APPROVED
AND
FILED

14 MAY 13 PM 12:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Coventry-Payne Foundation, Inc.

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

N13000006225

(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:

_____, 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:

<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	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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 SHEETS - REPLACE EXISTING ARTICLES WITH THE ATTACHED LIST OF AMENDED ARTICLES.

Amended

Coventry- Payne Foundation, Inc. – FL Not For Profit Articles 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.

- (a) To offer and support programs that build a culture of kindness, kindness that extends to the entire community of life.
- (a) To provide character education to youth, engaging families in the experience.
- (a) To provide character education to adults, offering suggestions and recommendations for improving and enriching business and personal relationships
- (a) To use the visual and performing arts to promote awareness, kindness for others, and an appreciation of culture and environment.
- (e) To seek the support of business and individuals to help in those areas where our publics are not financially able to participate in the programs we offer. Funds raised will support those individuals who are, by our standards, in need of the Foundations' services and programs. Funds will also be used to support the operations of the Foundation so that we may improve our capacity to serve our community.

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 verbally, in writing, by telephone or email prior to such meetings.

APPROVED
AND
FILED

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

Effective date if applicable: 14 MAY 13 PM 12:59
(no more than 90 days after amendment file date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signature

May 5, 2014
Laurie Coventry-Payne
(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)

Laurie Coventry-Payne

(Typed or printed name of person signing)

President

(Title of person signing)