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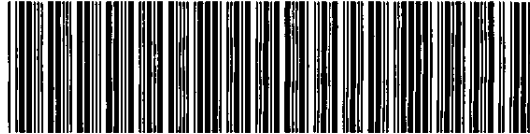
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12-12-14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Save The African American Youth, Inc.

DOCUMENT NUMBER: N 130 0000 7872

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

Please return all correspondence concerning this matter to the following:

LISA Zepeda
(Name of Contact Person)

1 Stop Legal Services
(Firm/ Company)

2101 Vista Parkway, Ste 120
(Address)

West Palm Beach FL 33411
(City/ State and Zip Code)

lisa @ 1StopLegalServices.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

LISA Zepeda at (561) 478-7441
(Name of Contact Person) (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

Save The African American Youth Inc

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

N 130 0000 7872

(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**)

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

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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>	_____
<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)

Enclosed are the Amended and
Restated Articles of Incorporation

The date of each amendment(s) adoption: 10/22/2014, if other than the date this document was signed.

Effective date if applicable: 10/22/2014
(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 10/23/2014

Signature Claudio Nalls

(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)

Claudio Nalls
(Typed or printed name of person signing)

chairman
(Title of person signing)

Amended and Restated

Articles of Incorporation

OF

**Save the African American Youth, Inc.
(A Florida corporation not for profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These amended and restated articles of incorporation, which did not require member approval pursuant to Article X of the corporation's original Articles of Incorporation and Florida law, were approved by a majority of the board of directors on October 9, 2013.

Article I

Name and address of Corporation

The name of this corporation shall be: **Save the African American Youth, Inc.** (the "Corporation"). The principal office of the Corporation is located at 2011 Avenue H East, Riviera Beach, Fl 33404. The mailing address is 2011 Avenue H East, Riviera Beach, Fl 33404.

Article II

Corporate Existence

The corporation shall have perpetual existence.

Article III

Corporate Purposes

The corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, which purposes shall be to encourage, solicit, receive, and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of **Save the African American Youth, Inc.** and its objectives; and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, sell, lease, convey, and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and, in general, to exercise any, and all powers which a corporation not for profit organized under the

laws of Florida for the foregoing purposes can be authorized to exercise. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501 (c) (3) of the Internal Revenue Code and to which deductible contributions may be made under sections: 170, 2055 or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation may be found to be a private foundation, as defined by section 509(a) of the Internal Revenue Code, the corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944 (a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability imposed by section 4945 (a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax law.

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 tax code.

Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt for federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section of any future federal tax code.

Article IV

Corporate Powers

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the state of Florida which are not in conflict with the Corporation's exempt purposes as provided in Articles III above.

Article V

Capital Stock

The corporation shall not have capital stock.

Article VI

Members

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

Article VII

Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than five. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Amended and Restated Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation shall consist of the five (5) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Director

Address

Claudius L. Nalls (Chairman)

2011 Avenue H East
Riviera Beach, FL 33404

Edward Twiggs

101 10th Street
Lake Park, FL 33403

• Michael Thomas

581 West 35th Street
Riviera Beach, FL 33404

Joseph Anderson

331 West 16th Way
Riviera Beach, FL 33404

• Claudius W. Nalls

2011 Avenue H East
Riviera Beach, FL 33404

Article VIII

Officers

The officers of the Corporation shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Officer</u>	<u>Position</u>	<u>Address</u>
Claudius L. Nalls	President	2011 Avenue H Riviera Beach, FL 33404
Edward Twiggs	Vice President	101 10 th Street Lake Park, FL 33403
Joseph Anderson	Secretary/Treasurer	331 West 16 th Way Riviera Beach, FL 33404

Article IX

Amendments

These Articles of Incorporation may be amended by the affirmative vote of at least three-fifths of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those directors who have not consented in writing.

Article X
Dissolution

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Corporation; provided, however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

Article XI

Registered Office and Registered Agent

The street address of the Registered Office of the corporation is 2011 Avenue H East, Riviera Beach, Fl 33404 and the name of the Registered Agent at such address is **Claudius L. Nalls**.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of **Save the African American Youth, Inc.**, on this 22nd day of October, 2014.

Claudius L. Nalls
Claudius L. Nalls
Chairman

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of October 2014, by **Claudius L. Nalls** as **Chairman of Save the African American Youth, Inc.**, a Florida corporation not-for-profit, (☒) who is personally known to me, or (☐) who has produced _____ (type of identification) as identification.

[Signature]
Signature of Notary Public

Notary Stamp/Seal:

