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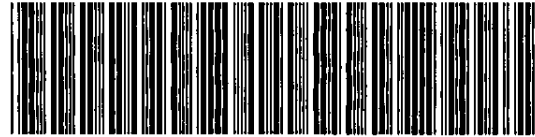
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TALLAHASSEE, FLORIDA

Amd
MAR 07 2014
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A.D. Henderson University School PTO, Inc.

DOCUMENT NUMBER: N13000010687

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

Please return all correspondence concerning this matter to the following:

Melissa Laverde
(Name of Contact Person)

A.D. Henderson University School PTO, Inc.
(Firm/ Company)

777 Glades Road Building 26
(Address)

Boca Raton, FL 33431
(City/ State and Zip Code)

mmlaverde@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa Laverde at (954) 6752680
(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:

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

A.D. Henderson University
School PTO Inc

Articles of Amendment
to
Articles of Incorporation
of

FILED

14 MAR -6 PM 2:40

A.D. Henderson University School PTO Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

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:

N/A

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

AD Henderson University School PTO INC

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	_____	<u>N/A</u>	_____
<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)

Adding By laws of AD Henderson
University School PTO, Inc. for
non profit corporation. Outlines purpose,
Basic Policies, Meetings, Directors, Officers
Corporate Seal, Amendment to By Laws,
Indemnification, Dissolution and Parliamentary
Authority in full for AD Henderson
University School PTO, Inc.
-Total 6 pages of the By Laws

The date of each amendment(s) adoption: Feb 6, 2014, if other than the date this document was signed.

Effective date if applicable: Feb 6, 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 Feb 6 2014

Signature Meli Lule

(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)

Melissa Laverde
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

**BYLAWS
OF
A D HENDERSON UNIVERSITY SCHOOL PTO INC.**

The name of the organization is A D Henderson University School PTO Inc.. The organization is organized in accordance with the Florida Not For Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Article I - Name

A.D. Henderson University Schools PTO, Inc

School Name

777 Glades Road Building 26

Street Address

Boca Raton, Fl. 33431

City

State

Zip Code

The name of the organization shall be
A.D. Henderson University Schools PTO, Inc.
(hereinafter referred to as "ADHUS PTO , Inc.")

Article II - Purpose

Section 1.

To provide services that promote the objectives of the public elementary, middle and high schools associated with Florida Atlantic University (hereinafter referred to as "FAU") through the cooperation of the parents, teachers, administration and other interested community members that are associated with the schools and through the conduct of fundraising activities.

Section 2.

The organization is organized exclusively for the charitable, scientific, literary or educational purposes with the meaning of section 501(c)(3) of the internal revenue code or corresponding section of any future Federal Tax Code

Article III - Basic Policies

The following are the basic policies of this association:

- A. The association shall be non-profit, non commercial, nonsectarian, and nonpartisan.
- B. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the purposes of the organization.
- C. The association shall cooperate with the lower, middle and high schools associated with FAU to support its programs in ways that will not interfere with the administration and shall not seek to control their policies.

- D. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association 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. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- E. Notwithstanding any other provision of this document, the association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from 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 a n 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.
- F. Upon the dissolution of the association, assets shall be 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, or 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 the Court of Common Pleas of the county in which the principal office of the association 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.

ARTICLE IV -MEETINGS

Section 1.

Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be called by the President or the Board of Directors. 2 days notice having been given.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or time stamped email.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE V -DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 6 directors. Each position can be shared creating a co-position. director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed or email. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE VI -OFFICERS

Section 1. Positions. The officers of the organization shall consist of a President, Vice President, Recording Secretary, Communications Secretary, Volunteer Coordinator, and Treasurer. Two persons may be nominated and elected to fill any single position. In this instance, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein.

1. **President.** The President shall be the principal executive officer of the organization and subject to the control of the Executive Committee and the direction of the membership, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Committee and, when present, shall preside at all meetings of the Executive Committee and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Committee or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. To be eligible to serve as President, a person must have been a Voting Member of the organization for at least one year.
- b. **Vice President.** The Vice President shall be a member of the Executive Committee and, in the absence of the President, shall perform the duties of the President. The Vice President shall perform such other duties as are assigned by the President or the Executive Committee. To be eligible to serve as Vice President, a person must have been a Voting Member of the organization for at least one year.
1. **Recording Secretary.** The Recording Secretary shall be a member of the Executive Committee. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Committee, shall receive from the Treasurer the list of Regular Members who have paid dues and prepare the official list of Voting Members, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Committee.
- d. **Communications Secretary.** The Communications Secretary shall be a member of the Executive Committee. The Secretary shall see that all notices are duly given in accordance with these Bylaws. The Secretary shall be in charge of all official communication released to the public concerning matters of the PTO. The Communications Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Committee.
- e. **Volunteer Coordinator.** The Volunteer Coordinator shall be a member of the Executive Committee. The coordinator is the liaison between the executive board and the appointed the chairpersons of all Standing and Special Committees. The Coordinator shall ensure help for such committees and keep track of all hours earned by the volunteers. The Volunteer Coordinator shall in general, perform all duties incident to the office of Volunteer Coordinator and such other duties as may be assigned by the President or the Executive Committee.
- f. **Treasurer.** The Treasurer shall be a member of the Executive Committee. The Treasurer shall have charge of and be responsible for all funds of the organization and shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Committee. The Treasurer shall make disbursements as authorized by the President, Executive Committee, or membership in accordance with the budget adopted by the membership. The Treasurer shall collect all membership dues as are established by the organization and shall certify to the Secretary an accurate list of the Voting Members of the organization. The Treasurer shall present a written financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE VII -CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V -AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least two (2) days before the meeting.

ARTICLE VI -INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII -DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE VIII – Parliamentary Authority


The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Certification

Pamela Leach, President of A D Henderdon University School PTO Inc., Eliane Mattos, Secretary of A D Henderdon University School PTO Inc. And Melissa Laverde, Treasurer of A D Henderson University School PTO Inc., certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on February 6, 2014.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on ____ February 6, 2014 ____.


Pamela Leach, Co-President


Eliane Mattos, Secretary


Melissa Laverde, Treasurer