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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
URBAN EDUCATION TRAINING AND ADVOCACY, INC.**

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August 22, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations
URBAN EDUCATION TRAINING AND ADVOCACY, INC.
325 NORTH PARRAMORE AVENUE
ORLANDO, FL 32801

SUBJECT: URBAN EDUCATION TRAINING AND ADVOCACY, INC.
REF: N14000001717

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Annette Ramsey
Regulatory Specialist II

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RECEIVED
14 AUG 22 PM 4:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

URBAN EDUCATION TRAINING AND ADVOCACY, INC.

FILED
2014 AUG 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, **URBAN EDUCATION TRAINING AND ADVOCACY, INC.**, a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Urban Education Training and Advocacy, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Florida Department of State on February 20, 2014 under Document Number N1400001717.
3. By a Written Resolution of the Board of Directors of the Corporation, executed on August 19, 2014, the Board of Directors approved, authorized and directed that Article III and Article IX of the Articles of Incorporation of the Corporation shall be amended and restated as set forth below. There are no members of the Corporation. The amendment was approved by the Board of Directors, and the number of votes cast for approval was sufficient.

ARTICLE III – PURPOSES

The specific and primary purposes for which the Corporation is formed are charitable and educational purposes, with a focus on the establishment of a charter school that (a) serves underprivileged and economically disadvantaged elementary and middle school students, (b) provides educational opportunities surrounding Science, Technology, Engineering and Mathematics (STEM); (c) closes academic disparities with children who reside in low income and disadvantaged communities; and (d) may include assisting or working with other charitable organizations that are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or the corresponding provisions of any future tax laws.

Such support may be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of other charitable organizations, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IX – DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation of Urban Education Training and Advocacy, Inc. this 19th day of August, 2014 for and on behalf of the Corporation.

URBAN EDUCATION TRAINING AND
ADVOCACY, INC.

a Florida not-for-profit corporation

By: 

Jennifer Porter-Smith, Ph.D, President