

N140000003091

(Requestor's Name)

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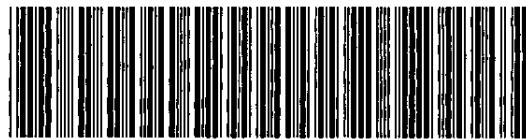
(Business Entity Name)

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Amend

10/14/14--01033--023 **43.75

FILED
2014 NOV 10 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RR

A00789, 0117300671 11/17/14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

14 NOV 10 AM 10:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 23, 2014

Mrs. Marty Steinberger
CARE Elementary School Inc
711 Paradiso Ave.
Coral Gables, FL 33146

SUBJECT: CARE ELEMENTARY SCHOOL, INC.
Ref. Number: N14000003091

We have received your document for CARE ELEMENTARY SCHOOL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 014A00022797

*one
or
other*

COVER LETTER

TO: Amendment Section
Division of Corporations

Care Elementary School, Inc.
NAME OF CORPORATION: _____

46-5269625
DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Mrs. Marty Steinberger

(Name of Contact Person)

CARE Elementary School, Inc.

(Firm/ Company)

711 Paradiso Ave.

(Address)

Coral Gables, Florida 33146

(City/ State and Zip Code)

steinberger.marty@gmail.com

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

For further information concerning this matter, please call:

Marty Steinberger 305 710-4164

(Name of Contact Person) at () (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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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

Articles of Amendment
to
Articles of Incorporation
of

Care Elementary School, Inc.

FILED

2014 NOV 10 PM 3:17

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

CLERK 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) 2025 Nw 1st Ave.

Miami, Florida

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

711 Paradiso Ave.

Coral Gables, FL 33146

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

New Registered Office Address:

(Florida street 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 <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Sara Herald</u>	<u>3478 East Coast Ave.</u> <u>Miami, Fl. 33137</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Barbara Hinterkopf</u>	<u>4250 Salzedo St. #606</u> <u>Coral Gables, FL 33146</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Mia Merritt</u>	<u>9932 NW 19th St.</u> <u>Pembroke Pines, FL</u> <u>33024</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Bridget McKinney</u>	<u>20424 NW 8th Ave.</u> <u>Miami, Fl. 33169</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Alijandro Mendieta</u>	<u>2701 Ponce de Leon Blvd</u> <u>Coral Gables, FL 33134</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Jeff Sullivan</u>	<u>936 Bird Road</u> <u>Coral Gables, FL 33146</u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

see attached Exhibit A

add Fein# 46-5269625

The date of each amendment(s) adoption: October 09, 2014, if other than the date this document was signed.

Effective date if applicable: October 09, 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 October 09, 2014
Signature Marty A. Steinberger
(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)

Marty Steinberger

(Typed or printed name of person signing)

President

(Title of person signing)

Exhibit A

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is CARE Elementary School, Inc.

**ARTICLE II
DURATION**

The corporation began its existence upon the filing of its articles of incorporation with the Florida Secretary of State on March 28, 2014, and shall exist perpetually.

**ARTICLE III
PURPOSES**

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. (All references in these articles of incorporation to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.) The specific purposes and objectives of the corporation shall include but not be limited to providing underserved youth with enriching educational services in a school that fosters ongoing academic success.

**ARTICLES IV
MEMBERS**

The corporation shall have no capital stock and may have such classes of nonvoting members as may be prescribed by its bylaws from time to time. The designation of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges, and immunities shall be as stated in the bylaws from time to time.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The street address of the corporation's initial registered office and the corporation's mailing address is 2159 NW 1st Court, Miami, Florida 33127, and the corporation's initial registered agent at such address is Reverend Ron Brummitt.

ARTICLE VI

The incorporator of the corporation is Marty D. Steinberger, 711 Paradiso Ave., Coral Gables, Florida 33146.

ARTICLE VII
POWERS; RESTRICTIONS ON POWERS

In furtherance of the purposes and objectives set forth in Article III, and subject to the restrictions set forth in this Article VII, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of the State of Florida. Notwithstanding any other provision of these amended and restated articles of incorporation, the corporation shall not carry on any activity that would cause the corporation not to be an organization described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code. Upon dissolution of the corporation, all corporate assets remaining after the payment of or provision for all its liabilities shall be transferred to any one or more organizations described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code organized and operated exclusively in furtherance of any one or more of the purposes and objectives set forth in Article III. The organization(s) to receive such assets shall be designated by the board of directors and the assets so transferred shall be used in furtherance of the tax exempt purpose(s) of the transferee organization(s).

In addition, the corporation (A) shall make distributions in furtherance of its tax exempt purposes at all times and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code, and (B) is prohibited (i) from engaging in any act of self-dealing (as defined in section 4941(d) of the Internal Revenue Code), (ii) from retaining any excess business holdings (as defined in section 4943(c) of the Internal Revenue Code), (iii) from making investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code, and (iv) from making any taxable expenditures (as defined in section 4945(d) of the Internal Revenue Code). The foregoing restrictions on powers shall be construed to protect the corporation's tax exempt status under section 501(a) of the Internal Revenue Code and to prevent the corporation from liability for any of the taxes imposed by sections 4942, 4943, 4944, 4945, and any other sections of chapter 42 of the Internal Revenue Code made applicable under section 4947 of the Internal Revenue Code.

ARTICLE VIII
BOARD OF DIRECTORS

The management of the corporation shall be vested in a board of directors, except as otherwise provided in the Florida Not For Profit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The number of directors, their classification (if any), their terms of office, and the manner of their election or appointment shall be determined according to the bylaws of the corporation as in effect from time to time and in accordance with the Florida Not For Profit Corporation Act.

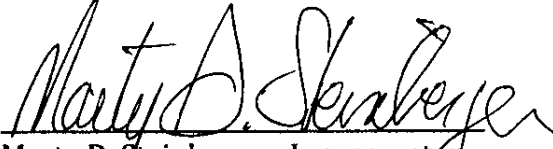
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director, or former officer or director, to the full extent permitted by law, against all expenses and liabilities, including, without limitation, counsel fees and costs, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, administrators, and personal representatives of each person entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article adversely affecting the right of a person indemnified under this Article shall apply to such person for any acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto according to the bylaws of the corporation as in effect from time to time. In the absence of any bylaws, the right to amend or repeal may be exercised by the majority vote of all the members of the corporation's board of directors. Any right conferred upon any members of the corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these amended and restated articles of incorporation this 14th day of April, 2014.


Marty D. Steinberger, Incorporator