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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEAHEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Joseph Claude Dortch Memorial Scholarship Fund, Inc.

DOCUMENT NUMBER: N15000000145

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

Please return all correspondence concerning this matter to the following:

Catherine Dortch

(Name of Contact Person)

Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc.

(Firm/ Company)

112 Oglesby Avenue

(Address)

Crestview, FL 32536

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Catherine Dortch

850

682-6287

at

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

Joseph Claude Dortch Memorial Scholarship Fund, Inc.

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

N15000000145

(Document Number of Corporation (if known))

FILED

2018 MAR -5 2 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc.

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:

New Registered Office Address:

(Florida street address)

(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. AD = Associate Director; ED = Executive Director; CL = Community Liaison

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>D</u>	<u>Jo Ann Durm</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Member,</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Board of Directors</u>		<u>32536</u>
2) <input type="checkbox"/> Change	<u>D</u>	<u>Melvin Gordon</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Member,</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Board of Directors</u>		<u>32536</u>
3) <input type="checkbox"/> Change	<u>D</u>	<u>Oscar Winston</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Member,</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Board of Directors</u>		<u>32536</u>
4) <input type="checkbox"/> Change	<u>ADCL</u>	<u>Sheila Jones</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Associate</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Director;</u>		<u>32536</u>
	<u>Community</u>		
	<u>Liaison</u>		
5) <input type="checkbox"/> Change	<u>ADCL</u>	<u>Andy Jones, Sr.</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Associate</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Director;</u>		<u>32536</u>
	<u>Community</u>		
	<u>Liaison</u>		
6) <input type="checkbox"/> Change	<u>ED</u>	<u>Angela Dortch</u>	<u>112 Oglesby Avenue</u>
<input checked="" type="checkbox"/> Add	<u>Executive</u>		<u>Crestview, FL</u>
<input type="checkbox"/> Remove	<u>Director</u>		<u>32536</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The Articles of Incorporation require both amending and adding of additional Articles. Please refer to attached pages 5 to 12.

ARTICLE I -- please see amended Article I on attached sheets p. 5

No changes/amending to ARTICLE II

ARTICLE III -- please see amended Article III on attached sheets pp. 5 - 6

ARTICLE IV -- please see amended Article IV on attached sheets, pp. 7 - 8

ARTICLE V -- please see amended Article V on attached sheets pp. 8 - 9

No changes/amending to ARTICLE VI

No changes/amending to ARTICLE VII

ARTICLE VIII -- please see amended Article VIII on attached sheets p. 10

ARTICLE IX -- please see amended Article IX on attached sheets p. 10

ARTICLE X -- please see amended Article X on attached sheets p. 11

Please ADD ARTICLE XI on attached sheets p. 11

Please ADD ARTICLE XII on attached sheets p. 12

April 4, 2016

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

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 02/27/2018 _____

Signature Catherine Dortch
(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)

Catherine Dortch

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, as a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

ARTICLE I

NAME AND LOCATION

1.1. The name of the organization, which is organized under the Nonprofit Corporation Act of the State of Florida, shall be the Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc. (hereinafter "corporation"), established based on the Bylaws and the Founding Declaration therein.

1.2. The Board of Directors, or other person, or persons, may not remove the name of Joseph Claude Dortch and the name of Michael Von Dortch, not at its pleasure, or not by a vote of any membership body.

1.3. Any official corporate seal as approved by the Board of Directors may be included with the corporation's name on letterhead, envelopes, brochures, pamphlets, artifacts, and marketing.

1.4. The Corporation shall be situated in the State of Florida, Okaloosa County, and city of Crestview.

ARTICLE II

PRINCIPAL OFFICE

Principal street address:

112 Oglesby Avenue
Crestview, FL 32536

Mailing address:

P.O. Box 733
Crestview, FL 32536

ARTICLE III

PURPOSE

3.1. The Corporation shall operate as a nonprofit organized exclusively for charitable and educational purposes as an exempt organization under section §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- (a) The Corporation will provide scholarship funds to assist a student or students in achieving postsecondary education goals, to include completion of an accredited four-year college/university, or a two-year vocational/technical degree program.
- (b) A second phase of the scholarship fund may be implemented in which nontraditional students, as defined by the United States Department of Education, will be eligible to apply for the annual scholarship award(s).
- (c) The Corporation will receive majority support from governmental entities and/or the general public via contributions, gifts, other resources to support charitable activities.
- (d) The Corporation will conduct public discussions, workshops, forums, panels, lectures, social programs to promote educational success.
- (e) The Corporation will conduct non-partisan research, education and informational activities, to increase public awareness of negative factors which influence students' achievement of postsecondary education.

3.2 Scholarship eligibility, as set forth in the Bylaws, require having attended a high school in Crestview, Okaloosa County, Florida, and having completed the junior year based on credits earned. Or, the applicant may be a graduating high school senior, or expect to receive a high school equivalency certificate. An applicant must enroll as a full-time student as stated by the postsecondary school which he or she will enroll. Eligible applicants must have achieved the required grade point average (GPA), must have the recommendation of a high school teacher or administrator, and must have shown overall leadership/achievement during grades nine through twelve. Eligible applicants will be considered without regard to age, disability, race, sex, religion, national origin, or limited language proficiency, and must be a United States citizen (permanent residents are ineligible).

- (a) The Scholarship Selection Committee shall give significant consideration to overcoming hardship.
- (b) The recipient must submit enrollment verification via his or her academic institution's Registrar to confirm full-time status and in good academic standing.

3.3. As established in the Bylaws, the Scholarship recipient(s), shall be selected based on qualifying criteria via a Scholarship Selection Committee. The Bylaws establish the executive officers of the Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc., if necessary, may name the Scholarship recipient in a manner as so defined in the Bylaws. The Bylaws establish procedures to ensure an unbiased Scholarship selection process, along with procedures to prevent conflict of interests.

ARTICLE IV BOARD OF DIRECTORS

4.1. Powers. The Corporation shall be governed by a Board of Directors consisting of five (5) members and the directors shall have the sole voting power. Each member of the Board shall act in good faith to uphold the mission of the Corporation. The Board of Directors shall adopt and adhere to the established Code of Ethics which outlines core values and the standards to which all Board members, corporation associates, officers, volunteers, and other staff will be held. The directors shall have the powers to:

(a) Conduct, manage, and control the affairs of the Corporation, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws.

4.2. Number of Directors. The Board of Directors may vote to maintain a maximum of seven members of the Board of Directors. The Bylaws provide therein that the Board of Directors holds no authority to decrease the number of directors to less than five, or to increase the number more than seven.

(a) The President of the organization by virtue of the office shall be Chair of the Board of Directors.

4.3. Manner of Election. The Bylaws establish who shall be elected or appointed at such time and for such terms as prescribed therein. The Board of Directors shall by a majority vote elect or appoint its own members, except as provided below.

(a) *Initial Appointment*. The Founding Declaration of the Bylaws established the initial appointment of two lineal descendants to serve as President, Vice-President/Secretary-Treasurer, executive officers, as members of the Board of Directors. At all times, not greater than two of the five (5) members of the Board of Directors shall be lineal descendants.

4.4. Quorum. The presence in person of not less than three (3) of the five members of the Board of Directors shall constitute a quorum. Each director present shall be entitled to one (1) vote. Voting by proxy shall *not* be permitted and the Bylaws may not be amended to allow a vote by proxy.

4.5. Resignation/Removal. A director may resign from office at any time by giving written notice to the President or to the Board of Directors. Resignations shall be effective upon receipt in writing, unless a later effective date is stated in the resignation. Any member of the Board of Directors may be removed from office with or without cause.

(a) A member of the Board of Directors may be removed only if a majority of the directors then in office vote for the removal. A director may not be removed if the number of votes sufficient to elect the director is against the removal of the director.

4.6. Vacancies. Any newly elected member of the Board of Directors shall serve in that capacity for a specific term as designated in the Bylaws. If for any reason a vacancy occurs due to a director being unable to remain as a member of the Board of Directors, the vacancy during the unexpired term shall be filled by the Board of Directors at any special meeting, or regular meeting.

ARTICLE V OFFICERS

5.1. Officers. The executive officers of the Corporation shall be the President, Vice-President, and Secretary-Treasurer. Any number of offices may be held by the same executive officer, except that the Vice-President and the Secretary-Treasurer may not serve concurrently as President, or Chair of the Board of Directors.

5.2. Executive Officers and Duties. The duties of the executive officers are:

(a) *President*. The President shall preside at all meetings of the Board of Directors, or arrange for other members of the Executive Committee to preside at the meeting, and, in the following order: vice-president, secretary-treasurer. The President shall have such other powers and duties as may be prescribed by the Board, or the Bylaws, to include the duty to oversee the charge and custody of the funds of the Corporation. The President shall be a member of the Board of Directors.

(b) *Vice-President*. The Vice President shall, in the absence of the President, carry out the duties of the President, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws to include the duty to oversee the charge and custody of the funds. The Vice President shall be a member of the Board of Directors.

(c) *Secretary*. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of notices as may be proper or necessary, shall supervise the keeping of the minutes of the Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall be a member of the Board of Directors.

(d) *Treasurer*. The Treasurer shall supervise the charge and custody of the funds of this Corporation, the deposit of such funds, and the keeping and maintaining of adequate and correct accounts of the Corporation's business and financial transactions using an accrual accounting method, shall render reports and accountings as required, and shall have such powers and duties as may be prescribed by the Board or these Bylaws.

(e) The *Secretary-Treasurer* may serve in a combined role to perform all the duties prescribed herein for the secretary and the treasurer. The Secretary-Treasurer shall be a member of the Board of Directors.

5.3. The Board of Directors may provide for the creation, the recognition of corporation associates, and/or associate directors, with duties as prescribed in the Bylaws.

INITIAL OFFICERS AND/OR DIRECTORS:

Name / Title / Address:

Catherine Dortch, President and Director
112 Oglesby Avenue
Crestview, Florida 32536

Shirley Coleman
Vice-President/Secretary-Treasurer and Director
112 Oglesby Avenue
Crestview, Florida 32536

Sheila Jones, Associate Director
Funding & Development; Community Liaison
112 Oglesby Avenue
Crestview, FL 32536

Andy Jones, Sr., Associate Director
Funding & Development; Community Liaison
112 Oglesby Avenue
Crestview, FL 32536

Angela Dortch, Executive Director
112 Oglesby Avenue
Crestview, Florida 32536

ARTICLE VI

REGISTERED AGENT:

Catherine Dortch
112 Oglesby Avenue
Crestview, FL 32536

ARTICLE VII

INCORPORATOR:

Catherine Dortch
112 Oglesby Avenue
Crestview, FL 32536

ARTICLE VIII

CORPORATION FUNDS

8.1. Tax-Exempt Purposes of Funds. This Corporation does not contemplate gain or profit except as provided under §501(c)(3) of the Internal Revenue Code, as amended from time to time. The funds of this Corporation are irrevocably dedicated to tax exempt purposes under §501(c)(3) as described herein, and no part of the funds of this Corporation shall ever inure to the benefit of any director, or officer, or other private persons. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributors in further of the purposes set forth in Article III herein.

8.2. Fundraising and Solicitation of Contributions. The Corporation may solicit private and public donor support to maintain the Scholarship Fund. The Board of Directors will comply with rules outlined under the donor solicitation laws of the Florida Department of Agriculture and Consumer Services, and shall complete an annual Solicitation of Contributions Registration Application with the State of Florida, and other States in which donor funds may be solicited.

8.3. The Corporation shall file an annual report between January 1st and May 1st with the Florida Department of State, Division of Corporations, and reporting on or before April 15th with the Internal Revenue Service.

ARTICLE IX

DISSOLUTION

9.1. The dissolution of the corporation may be authorized at a meeting of the Board of Directors by a majority vote.

(a) Upon the dissolution of the Corporation, assets and income shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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.

(b) Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

9.2. In no event shall any of the assets or income of this Corporation, in the event of dissolution thereof, be distributed to the directors or officers either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any private financial gain or other purposes.

ARTICLE X AMENDMENTS

10.1. The Articles of Incorporation and the Bylaws of the Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc., may be amended at a regular or called meeting of the Board of Directors. Advanced written notice as prescribed in the Bylaws must be provided to all directors prior to the time of consideration and discussion of a desired amendment. Members of the Board of Directors may sign and submit an Affidavit of Unanimous Consent.

10.2. No amendment(s) may subvert or shall be counter to the mission, the charitable and educational purposes, of the Joseph Claude Dortch & Michael Von Dortch Memorial Scholarship Fund, Inc.

ARTICLE XI MEETINGS

11.1 Annual Meeting. The annual meeting of this Corporation shall be held once a year, or such other times as the Board of Directors may fix in the notice of such meeting.

(a) The notice of the annual meeting shall designate it as such, and will specify the location, day, and time of the meeting, and shall state the general nature of the business to be discussed. The notice will be sent not less than ten days and not more than sixty days before the annual meeting.

(b) An annual list of member of the Board of Directors and their terms shall be listed in the minutes of each annual meeting.

11.2. Action by Unanimous Written Consent in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the Board of Directors.

(a) Members of the Board of Directors may each submit a sworn Affidavit of Unanimous Consent. Such written consents shall have the same force and effect as the unanimous vote of the members of the Board of Directors.

ARTICLE XII
PROHIBITED ACTIVITIES

12.1. Actions Jeopardizing Tax-Exempt Status. This Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code as amended or the corresponding provision of any future United States internal revenue law.

12.2. Political Activities. The Corporation shall not participate or intervene in (including the publishing and distribution of statements) a political or judicial campaign on behalf of any candidate for public office. Public discussion of political issues for educational purposes is permitted only if the Corporation adopts an unbiased position.

(a) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on under the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

12.3. Conflict Situations. The Corporation, through the Board of Directors, will work to prevent conflicts of interest where possible. All staff, volunteers, and board members should carefully avoid conflicts of interest between the interests of the Corporation on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.