

N15000000355

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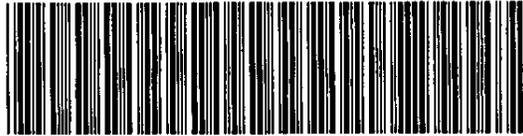
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DIVISION OF CORPORATIONS  
15 DEC 30 PM 1:43

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C LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Rotary Club of Ocoee Foundation Inc

**DOCUMENT NUMBER:** N1500000355

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

Please return all correspondence concerning this matter to the following:

Vania Colina

(Name of Contact Person)

CYA PA

(Firm/ Company)

2716 Rew Circle, Suite 101

(Address)

Ocoee, FL 34761

(City/ State and Zip Code)

vania@coatax.com

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

For further information concerning this matter, please call:

Vania Colina

407

421-0770

(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:

- \$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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The Rotary Club of Ocoee Foundation Inc

15 DEC 30 PM 1:43

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

N1500000355

(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:**

\_\_\_\_\_ *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:* \_\_\_\_\_

\_\_\_\_\_  
*(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*

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>P</u>	<u>Paul Roy</u>	<u>2743 Old Winter Garden Road</u> <u>Ocoee, FL 34761</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Vania Colina</u>	<u>2716 Rew Circle, Suite 101</u> <u>Ocoee, FL 34761</u>
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)*

Amending Articles III, IV, VI, VII

Adding Articles VIII, IX, X

**ADDENDUM TO  
ARTICLES OF INCORPORATION  
OF  
THE ROTARY CLUB OF OCOEE FOUNDATION, INC.**

**ARTICLE III – PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, raising funds for distribution to needy recipients and encouraging education, primarily focusing on assisting education programs in the Ocoee, Florida area and making donations to charitable organizations.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
  3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.
  4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:
    - i. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
    - ii. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
    - iii. The corporation will not retain any excess business holdings as defined in Section 494(c) of the Code.
    - iv. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
    - v. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.
-

ARTICLE VIII – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX – TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X – DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Ocoee, Florida, this 28th day of December, 2015.

By: Vania Colina  
Vania Colina, President

July 1st 2015

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 12-28-15

Signature Vania Colina

(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)

Vania Colina  
(Typed or printed name of person signing)

President  
(Title of person signing)

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