

N15 000001684

(Requestor's Name)

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(City/State/Zip/Phone #)

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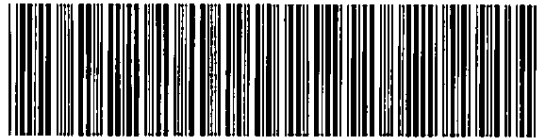
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2019

PAMELA ROBINSON
3030 N ROCKY POINT DR W
#150
TAMPA, FL 33607

SUBJECT: AARON KEITH ROBINSON FOUNDATION, INC
Ref. Number: N15000001684

We have received your document for AARON KEITH ROBINSON FOUNDATION, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please remove any reference to bylaws from the title of the document.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 619A00024860



A safe haven for caregivers of people with Bipolar Disorder -Aaron's House

October 28, 2019

Florida Division of Corporations
2661 Executive Center Circle West
Tallahassee, FL 32301

Re: Aaron Keith Robinson Foundation, Inc.

Dear Sir / Madam:

Find enclosed the original and one copy of the Amended Bylaws reference Aaron Keith Robinson, Foundation, Inc. and a check for the filing fee in the amount of Thirty-Five Dollars (\$35.00)

Please file the enclosed Amended Bylaws and return a copy of the Amended Bylaws. A stamped self-addressed envelope is enclosed for your convenience.

Sincerely,

Pamela Robinson
CEO Aaron Keith Robinson Foundation, Inc.

ARTICLE of AMENDMENT

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AARON KEITH ROBINSON FOUNDATION, INC.

ARTICLE I
OFFICES AND PURPOSE

1. Business Office. The principal office of the Corporation in the State of Florida shall be located at 3030 N. Rocky Point Drive, Suite 150, Tampa, Florida 33607. The address of the principal office may from time to time be changed by the Board of Directors. The Corporation may have such other offices either within or without the State of Florida, as the Board of Directors may determine.

2. Registered Office. The Corporation shall have and continuously maintain, in the State of Florida, a registered office and a registered agent whose office is located in such registered office. The street address of the registered office is 3030 N. Rocky Point Drive, Suite 150, Tampa, Florida 33607, and the name of the registered agent of the Corporation at that address is Pamela Y. Robinson, a Florida resident. The address of the registered office and the identity of the registered agent may from time to time be changed by the Board of Directors.

3. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (as further amended, and any corresponding provisions of any similar law subsequently enacted, the "Code"). Within the limitations established by the preceding sentence, the Corporation is organized and shall be operated primarily to:

- (a.) To provide caregivers, support persons, and parents with support, compassion, and help while providing care to their loved ones, family member or beneficiary who is suffering with bipolar disorder, depression, and / or any other mental illness;
- (b.) To provide referral information, resources, education, and support services to caregivers, support persons, and parents of those persons with bipolar disorder, depression, and any other mental illness;
- (c.) To provide community awareness and support for individuals living with mental health challenges, to educate the community, including parents, students, and care givers about the importance of early intervention, and seeking peer and professional mental health support.

ARTICLE II
BOARD OF DIRECTORS

1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors.

2. Number and Election. The number of directors shall initially be set at three (3) directors. The Board of Directors may from time to time increase or decrease the number of directors, except that in no event shall the number of directors at any time be less than three (3) directors. At each annual meeting of the Board of Directors, the directors elected at the prior annual meeting that are then serving shall elect the directors for the upcoming year. Directors shall be elected by a plurality of the votes cast by the directors elected at the prior annual meeting that are then serving. Each director shall serve until the next annual meeting of the Board of Directors and until the director's successor has been elected and qualified or until the director's earlier death, resignation or removal as a director.

3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place, either within or without the State of Florida, as shall be determined from time to time by the Board of Directors. The Board of Directors shall hold a regular meeting at least annually, which shall constitute the annual meeting for election of directors.

4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if there be one, or by the President, or by any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the time and place for holding any special meetings of the Board of Directors called by them.

5. Notices. Written notice of a special meeting of directors, stating the date, time, and place of the special meeting of directors, shall be delivered to all directors by the persons calling the special meeting.. Unless otherwise required by law, the person issuing the call shall provide written notice of the planned meeting to each director not less than two days before the date set for the meeting. By or at the direction of the Chairman of the Board, President or the directors calling for the special meeting of directors, the Secretary shall provide written notice of the meeting of directors to each director (a) personally, (b) by facsimile transmission or other form of electronic communication or (c) by registered mail. The notice of a special meeting need not describe the purpose of the special meeting.

6. Waiver of Notice. Any director may waive notice of a meeting, either before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. Quorum. A majority of the directors shall constitute a quorum, but a smaller number may adjourn a meeting from time to time, without further notice, until a quorum is secured. Notice of any adjourned meeting will be given to the directors who were not present at the time of the adjournment.

8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless applicable law or the Articles of Incorporation require the vote of a greater number of directors. A director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting specified business at the meeting; or (b) he or

she votes against or abstains from the action taken. The secretary of the meeting shall record each vote against an action or abstention in the minutes of the meeting.

9. Meetings. Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by the foregoing means constitutes presence in person at the meeting.

10. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors can be taken without a meeting if a written consent, setting forth the action to be taken and signed by all the directors, is filed in the minutes of the proceedings of the Board of Directors. All directors need not sign the same document. A unanimous written consent has the same effect as a unanimous vote at a meeting.

11. Resignations; Removal. A director may resign at any time by delivering written notice to the Chairman of the Board, if there be one, or to the President, or to all of the other directors. A resignation shall be effective when the notice is so delivered unless the resignation specifies a later effective date. A director may be removed from such position at any time, with or without cause, by the Board of Directors at a meeting of the Board of Directors, provided that the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of such director.

12. Vacancies. Any vacancy occurring on the Board of Directors, including any vacancy resulting from the resignation or removal of a director or from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, whether or not such remaining directors constitute less than a quorum of the Board of Directors.

13. Committees. The Board of Directors, by resolution adopted by at least a majority of the directors in office, may designate an Executive Committee and one or more other committees, each to consist of two (2) or more of the directors. The Executive Committee, if there shall be one, shall consult with and advise the officers of the Corporation in the management of the Corporation and shall have and may exercise to the extent provided in the resolution of the Board of Directors creating such Executive Committee such powers of the Board of Directors as can be lawfully delegated by the Board of Directors. Such other committees shall have such functions and may exercise the powers of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees. The members of any committee shall be appointed by, and subject to removal by, the Board of Directors. The provisions of Article II, Sections 3 – 12 above shall apply to each committee.

ARTICLE III OFFICERS

1. Number. The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may also elect a Chairman of the Board, one or more Vice Presidents, one or more Assistant

Secretaries, one or more Assistant Treasurers and such other officers as the Board of Directors shall deem appropriate. Any two (2) or more offices may be held by the same person.

2. Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors held for the purpose of electing directors, after the election of the directors. Each officer shall serve until the next annual meeting of the Board of Directors and until the officer's successor has been elected and qualified or until the officer's earlier death, resignation or removal from office.

3. Removal; Vacancy. An officer may resign at any time by delivering written notice to the Chairman of the Board, if there be one, or to the President, or to all of the directors. A resignation shall be effective when the notice is so delivered unless the resignation specifies a later effective date. An officer may be removed by the Board of Directors at any time, with or without cause. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4. President. The President is the chief executive officer of the corporation. Subject to the directions of the Board of Directors, the President has general and active management of the affairs of the Corporation and may sign contracts and other documents for the Corporation; shall preside at all meetings of the Board of Directors (unless a Chairman of the Board is elected); and shall, in general, perform all duties incident to the office of President and such related duties as may from time to time be assigned by the Board of Directors. The President shall be an ex officio member of all committees of the Board of Directors.

5. Vice-President. The Vice President (or each Vice President, if there be more than one) shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. Unless the Board of Directors otherwise provides, if the President is absent or unable to act, the Vice President who has served in that capacity for the longest time and who is present and able to act shall perform all the duties and may exercise all the powers of the President.

6. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation; receive and give receipts for all monies due and payable to the Corporation and deposit all monies in the name of the Corporation in the banks, trust companies, or other depositories selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as the President or the Board of Directors from time to time prescribes.

7. Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall have charge of the other books, records and papers of the Corporation; shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all duties incident to the office of Secretary and such related duties as may from time to time be assigned by the Board of Directors or the President.

8. Other Officers. Other officers elected or appointed by the Board of Directors shall, in general, perform such duties as shall be assigned to them by the Board of Directors or President.

ARTICLE IV INDEMNIFICATION

To the maximum extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation against liability incurred in connection with the proceeding, including any appeal from the proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by order, judgment, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The foregoing rights of indemnification are not exclusive of other rights to which the person or his or her heirs or personal representative might be entitled. The Corporation may purchase insurance for the purpose of indemnifying these persons. The insurance can be for the benefit of all directors, officers, or employees, as determined by the Board of Directors.

* * *

APPROVED AND ADOPTED by the Board of Directors on February 24th, 2020.