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DIVISION OF INFORMATION

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: LEON TOUCHDOWN CLUB, INC

DOCUMENT NUMBER: N15000002701

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

Please return all correspondence concerning this matter to the following:

KATHY CARLSON

(Name of Contact Person)

(Firm/ Company)

1615 VILLAGE SQUARE BLVD, SUTIE 3

(Address)

TALLAHASSEE, FL 32309

(City/ State and Zip Code)

KATHYCARLSON327@GMAIL.COM

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

For further information concerning this matter, please call:

KATHY CARLSON

850

222-9730

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:



\$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  
LEON TOUCHDOWN CLUB  
A Florida Not-For-Profit Corporation**

FILED  
SEC. 1 EASY DEPT.  
DIVISION OF CORPORATIONS

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**ARTICLE I—NAME**

N15000002701

The name of this Corporation shall be Leon Touchdown Club, Inc., and its principle place of business shall be located at 550 E. Tennessee Street, Tallahassee, FL 32308.

**ARTICLE II—GENERAL AND SPECIFIC PURPOSES**

This Corporation is organized and operated exclusively for charitable and educational purposes, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of federal tax code. The specific and primary purpose for which the Corporation is formed is to provide financial resources, including but not limited to distribution of funds, separate and apart from those provided by Leon County, Florida or any political subdivision thereof, as necessary to support a competitive interscholastic football program at Leon High School, Tallahassee, Florida, which is publicly funded and operated by the State of Florida and the School Board of Leon County, Florida. These funds shall not be used for the purpose of influencing management or coaching decisions or operations of the interscholastic football program. At no time shall the Corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501(C)3 of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

**ARTICLE III—USE OF INCOME**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. All revenues received from the conduct of Corporation business and all property within its possession shall be used solely to advance the purposes of the Corporation and to defray expenses and maintain the Corporation and not for the direct benefit of its members of this Corporation, either individually or collectively. Notwithstanding, any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE IV—POWERS OF CORPORATION**

The powers of this Corporation shall be exercised, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three (4), except as may be provided by amendment to these Articles duly adopted by the members. The Directors named herein as the first

Board of Directors shall hold office until January 31, 2016. The Corporation is to have the power to do any and all things necessary or expedient for carrying out the objects and purposes of the Corporation and, in general to possess all rights, privileges and immunities and enjoy all the benefits granted to Corporations of similar character under the laws of the State of Florida.

#### **ARTICLE V—QUALIFICATION FOR MEMBERSHIP**

The membership of this Corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the Corporation. The rights of all members shall be equal. Members, and prospective members, must agree to be bound by these Articles of Incorporation, any amendments thereto and Bylaws of the Corporation as adopted by the Board of Directors from time to time.

#### **ARTICLE VI—TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VII—OFFICERS**

The Board of Directors shall consist of the following elected officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this Corporation may authorize the members to elect from time to time. The officers shall be elected in accordance with the Corporation's Bylaws. The officers presently elected and who shall remain in office until January 31, 2016 or at such time as prescribed in the Corporation's Bylaws are as follows:

J. Brett Shively  
President  
PO Box 3315  
Tallahassee, FL 32315-3315

Malica Segura  
Secretary  
PO Box 3315  
Tallahassee, FL 32315-3315

Eddie Estes  
Vice President  
PO Box 3315  
Tallahassee, FL 32315-3315

Kathleen Carlson  
Treasurer  
PO Box 3315  
Tallahassee, FL 32315-3315

#### **ARTICLE VIII—BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall consist of at least 4 members of the Corporation, those being the current president, current vice president, current secretary and current treasurer. Each of these Officers shall be elected by the Corporation as provided in the Bylaws and shall continue in office until January 31 after the annual meeting of the next year of the Corporation; or until their successors shall be elected, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the Bylaws. The annual meeting of the Corporation shall be held at such time as may be provided by the Bylaws in order to elect new officers, receive reports of officers and committees, pass upon the same and turn over the affairs of the Corporation to the newly elected officers and constitutes the Board of Directors. Other meetings may

be provided for at regular times or may be called by the Board of Directors. The business affairs of this Corporation shall be managed by the Board of Directors.

#### **ARTICLE IX—INDEMNIFICATION OF DIRECTORS OR OFFICERS**

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suite or proceeding to the maximum extent allowable by law:

- a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person in his or her capacity of Officer or Director, against judgements, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suite or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgement order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Officer or Director did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- b) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which an Officer or Director needs indemnification were properly incurred and that such Officer or Director 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 that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suite or proceeding.
- c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination of the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing of valid reasons by such person. In the event the Corporation elects to assume the defense of any person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.

- d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ARTICLE X—BYLAWS**

The members of the Corporation entitled to vote shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, adopted, altered and rescinded pursuant to the procedures outlined in the Bylaws.

#### **ARTICLE XI—AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

They Bylaws of the Corporation and these Articles of Incorporation maybe altered, changed or amended by the affirmative vote of a majority of all Directors (not just those attending the meeting at which the action is taken), and a majority vote of the members in attendance at a property noticed meeting of the Board, or at the annual meeting of the Corporation and, if approved, such proposed alteration, change or amendment shall be and form a part of the Bylaws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved as set forth herein and in the Bylaws, must also be forwarded to the Secretary of the State of Florida and filed an approved by the Secretary before they shall become effective.

#### **ARTICLE XII—REGISTERED AGENT**

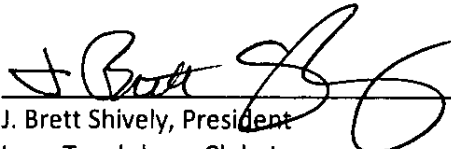
The Registered Agent for the Corporation, who shall serve until officially changed, shall be:

Eddie Estes  
1953 Shady Oaks Drive  
Tallahassee, FL 32303

#### **ARTICLE XIII—DISBURSEMENTS OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed to Leon High School for the purpose of support of the Leon High School interscholastic football program to the extent allowable with the meaning of Section 501(C)3 of the Internal Revenue Code, and none of the assets will be distributed to any member, officer or director of this Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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.

WITNESS the hand seal of Incorporation in Leon County, State of Florida, this the 6<sup>th</sup> day of November 2015.

  
J. Brett Shively, President  
Leon Touchdown Club, Inc.

NOVEMBER 6, 2015

The date of each amendment(s) adoption: \_\_\_\_\_  
date this document was signed.

\_\_\_\_\_, if other than the  
date this document was signed.

Effective date if applicable: \_\_\_\_\_

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(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.

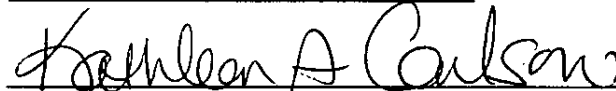
Adoption of Amendment(s)

**(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 11/6/2015

Signature



(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)

KATHLEEN A. CARLSON

(Typed or printed name of person signing)

TREASURER

(Title of person signing)