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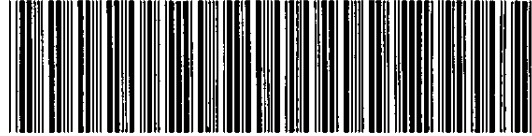
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TALLAHASSEE, FLORIDA

Amel

AUG 12 2015

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The GRASP Alliance

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Kristin Kessler
(Name of Contact Person)

the GRASP Alliance
(Firm/ Company)

4096 Ferrara St.
(Address)

Jacksonville, FL 32217
(City/ State and Zip Code)

TheGRASPAAlliance@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristin Kessler at 904 415-2424
(Name of Contact Person) (Area Code) (Daytime Telephone Number)
305-877-0871

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

[Incorporator Name]

[Incorporator Address]

July 22, 2015

Florida Department of State
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for The GRASP Alliance, Inc., a Florida not-for-profit corporation

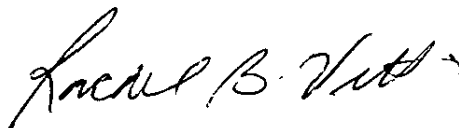
To Whom It May Concern,

Attached hereto please find the Articles of Incorporation to be filed for The GRASP Alliance, Inc., a Florida not-for-profit corporation. I have enclosed a check in the amount of ~~\$86.50~~ ^{\$87.50} for the filing of the articles, the registered agent designation, certified copy and certificate of status.

I have also enclosed a name release letter from THE GRASP ALLIANCE, INC., authorizing the use of the name. Please do NOT file the enclosed name release letter with the Articles of Incorporation of The GRASP Alliance, Inc.. This letter is included for your reference only.

Please contact me at (305) 877-0871 if you should have any questions. Thank you for your assistance in this matter.

Thank you,



Rachel Vitti, Incorporator of The GRASP Alliance, Inc.

Articles of Amendment
to
Articles of Incorporation
of

The GRASP Alliance

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

N15000005617

15 AUG 11 PM 6:47

(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)

4096 Ferrara St.

Jacksonville, FL 32217

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

P.O. Box 11133

Jacksonville, FL 32239

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:

Kristin Kessler

4096 Ferrara St Jax FL 32217

(Florida street address)

New Registered Office Address:

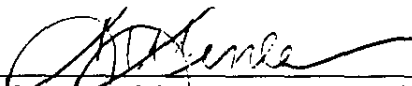
(City)

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.

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 type="checkbox"/> Add <input checked="" type="checkbox"/> Remove		<u>Wendy LeHockey</u>	<u>1700 1401 Riverplace Blvd</u> <u>Jacksonville, FL 32207</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Janice Ledbury</u>	<u>12442 Ivy Woods Ct.</u> <u>Jacksonville, FL 32258</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)

see attached articles

At

N

GRASP INC

(A Florida not-for-profit corporation)

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be The GRASP Alliance, Inc. The address of the initial principal office of the Corporation is 4096 Ferrara St., Jacksonville, Florida 32217, and the initial mailing address of the Corporation is P.O. Box 11133, Jacksonville, Florida 32239.

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4096 Ferrara St., Jacksonville, Florida 32217 and the name of its initial registered agent at such address is Kristin Kessler.

ARTICLE III - PURPOSE

Section 1. 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, or the corresponding section of any future federal tax code, including, but not limited to providing tools and experiences to further the education, growth and development of children who show signs of specific learning disabilities such as, but not limited to, dyslexia, dyscalculia, or dysgraphia.

Section 2. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any individual.

Section 3. 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 (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV - POWERS

- III.10. Compensation. Directors shall not receive any stated compensation for their services as directors, as officers or as members of committees, but can receive reimbursement for expenses and can be engaged to perform other services for the Corporation as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Code and has been approved by a majority of disinterested members of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor so long as the arrangement has been approved by a majority of disinterested members of the Board of Directors.
- III.11. Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken.
- III.12. Telephonic Meetings. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Directors or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and speak to each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
- III.13. Contracts and Services. The members of the Board of Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operation of or business conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in such transactions; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors of personally interest, shall be at arm's length and not violative of any provision of law, the Articles of Incorporation or the Bylaws and is approved by a majority of disinterested members of the Board of Directors.

IV.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may establish standing committees from time to time as it deems appropriate, with such powers and responsibilities as determined by the Board of Directors. The Chairman of each committee shall establish reasonable procedures for conducting committee meetings and providing notice to committee members of such meetings. The Chairman of each

committee shall ensure that appropriate records are maintained by the committee. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

V.

OFFICERS

- V.1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary of the Corporation, shall be appointed by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect an Executive Director and one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. Except for the Executive Director (if one is appointed), all of the officers of the Corporation must be members of the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors.
- V.2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as may be advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- V.3. Election and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified.
- V.4. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.
- V.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- V.6. President of the Board. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees. The President shall report annually to the regular annual meeting of the membership of the Corporation upon the conditions and affairs of the Corporation and shall perform such other duties as the Board of Directors may prescribe. The President shall appoint individuals to serve on the standing committees provided by these Bylaws, subject to the approval of the Board of Directors. The President shall, on behalf of the Board, be the primary contact with the Executive Director (if one is appointed) for purposes of transmitting communications, directives, advice and policies relative to the affairs of the Corporation from the Board to the Executive Director. The primary contact of the Executive Director for purposes of

communicating and interacting with the Board and reporting on the affairs of the Corporation shall be the President.

V.7. Executive Director. The Executive Director (if one is appointed) shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The Executive Director may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; in general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall attend meetings of the Board of Directors and shall serve as a member of each standing committee of the Board, but in neither case will the Executive Director have voting power. The Executive Director shall be subject to the supervision, direction and control of the Board of Directors and shall perform such specific duties as may be assigned from time to time by the Board. Until the Board of Directors shall appoint an Executive Director, the President shall fulfill the duties set forth in this Section 5.7.

V.8. Vice President. The Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order of their designation by the Board of Directors) shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

V.9. Treasurer. The Treasurer shall have oversight of the financial and accounting functions of the Corporation, which are the responsibility of management; these include charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the oversight duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

V.10. Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors ~~of~~ any of its committees, in one or more books provided for that purpose; see that all notices are duly given in accordance with the

The Corporation shall have all powers of not-for-profit corporations now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

ARTICLE V – TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE VI – MEMBERS OF THE CORPORATION

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE VII – DIRECTORS AND OFFICER

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is Rachel Vitti, 235 East 4th Street, Jacksonville, Florida 32206.

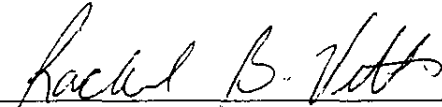
ARTICLE IX – DISSOLUTION

Upon the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future federal tax code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporator hereby signs this document this 22nd day of July, 2015.



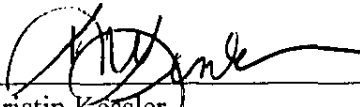
Rachel Vitti, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 22nd day of July, 2015.

Registered Agent



Kristin Kessler

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

Effective date if applicable: Aug 1, 2015
(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 7/22/15

Signature Rachel B. Vitt
(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)

Rachel B. Vitt
(Typed or printed name of person signing)

Incorporator.
(Title of person signing)