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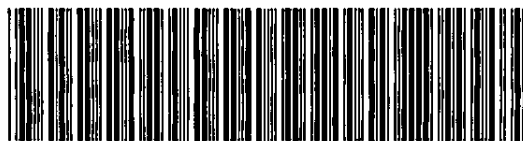
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**Arts Academy of Excellence, Inc.**  
c/o Opa-locka CDC 490 Opa-locka Blvd., Ste 20 - Opa-locka, FL 33054  
305 687 3545 - gisella@olcdc.org

December 5, 2015

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Amendment of Arts Academy of Excellence, Inc.**

Dear Sir/Madam

Enclosed are the Articles of Amendment for Arts Academy of Excellence, Inc. Please have this document filed in your records. Also enclosed is a check in the amount of \$35 to pay for the filing fee.

Please contact me if you need additional information or assistance.

Sincerely Yours,

  
Pavi'Ellé James

**ARTICLES OF AMENDMENT:**

**Arts Academy of Excellence, Inc.**

**(A Florida Not for Profit Corporation - Document No. N15000007282)**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida not for profit corporation ("Corporation") adopts the following articles of amendment to its articles of incorporation.

**MANNER OF ADOPTION:**

There are no members or members entitled to vote on the amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on November 28, 2015. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

**THE AMENDMENTS**

The Articles of Incorporation of the Corporation are hereby amended as follows:

**1.**

**Article III of the Articles of Incorporation is hereby replaced. The new Article III reads in its entirety as follows:**

**Article III  
Corporate Purposes**

**A.**

The exclusive purpose of this Corporation is to engage in educational activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(a) of Internal Revenue Code of 1986 because they are organizations described in section 501(c)(3) of that Code or the corresponding provision of any future United States Internal Revenue law.

**B.**

To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

**2.**

**The following additional Article is hereby added to the Articles of Incorporation which reads in its entirety as**

OF  
**THE ARTS ACADEMY OF EXCELLENCE, INC.**

**INTRODUCTION**

These Amended and Restated Bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

**ARTICLE III**  
Directors

Section 1. Number of Directors. The number of Directors shall consist of not less than three (3) persons and not more than five (5). The number of Directors may be increased by a vote, in person, of a majority of the total number of Directors; provided, however, that notice of any increase in the number of Directors shall be included in the notice of such meeting. In the event that the Board of Directors votes to increase the number of Directors, the vote shall state the term of the additional director(s) as specified in this Article III..

Section 2. Term of Directors. The Incorporator shall appoint the initial Board of Directors in accordance with the provisions of the Florida Not For Profit Corporation Act. In making such appointments the Incorporator shall indicate the initial term of each Director being appointed. In making those initial appointments the incorporator shall strive to insure that one-third of the initial Directors are appointed to a three (3) year term, one-third are appointed to a two (2) year term and one-third are appointed to a one (1) year term so as to create a system of staggered terms. The terms of the Initial Board of Directors shall be deemed to have begun on January 1, 2016.

a. Following the expiration of terms of the initial Board of Directors all Directors shall be appointed or reappointed for three year terms as provided for herein. For purposes of these Bylaws the term "year" shall mean a calendar year that begins on January 1st and ends on December 31st. Thus, the terms for all directors shall be deemed to have begun on a January 1st and end on a December 31st three years later regardless the date that a Director is actually appointed. All director terms shall begin and end on the same date.

b. The board of directors prior to the date that a Director's term expires, shall, at a properly called meeting with a quorum present, appoint a new director (or reappoint the existing director to a new three year terms that will begin upon the expiration of the current expiring term. Directors shall continue to serve despite having expired terms until such time as the Board of Directors has voted to re-appointed or replace them. Directors appointed or reappointed to fill an already expired term shall have new three year terms that commence retroactively on the day immediately following the date that the prior term had expired (which will always on the prior January 1st).

c. When adopting a resolution to appoint Directors expand the size of the Board (up to maximum number allowed herein) the Directors may, at their discretion, specify an initial term that is less than three years. Such resolution shall also indicate the starting date for the term (which shall always be either the prior or the upcoming January 1st) and the ending date (which shall always be on a December 31st). After the expiration of such initial term the subsequent terms shall always be for the normal three years..

Section 5. Removal. A Director may be removed by a majority vote of the then serving Board of Directors with or without cause. Any Director so removed shall turn over to the Board of Directors any and all records of the Corporation in his or her possession within seventy-two (72) hours.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum. The acts of a majority of Directors at a meeting at which a quorum is present shall be the acts of the Board.

Section 8. Meetings of the Board of Directors. The Board of Directors shall meet quarterly, during a meeting which is open to the general public, on a schedule and at a location to be determined by a majority vote of the Directors then present at a regularly scheduled Board of Directors meeting. Notice of said meetings shall be provided to the general public and school community at least forty-eight hours (excluding Saturday, Sunday and legal holidays) before the meeting, or as otherwise in accordance with Florida law. Telephonic meetings, where necessary, may be held provided that they are properly noticed and accessible/open to the public as required by law.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at any time upon the call of any Director. Said meeting shall be open to the general public and the Directors shall fix a reasonable time and place for holding such special meeting. Notice of any special meeting of the Board of Directors shall be mailed or delivered personally to each Director, at least two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting. Notice to the general public and school community shall be given at least forty-eight hours (excluding Saturday, Sunday and legal holidays) before the meeting, or as otherwise in accordance with Florida law. Telephonic meetings, where necessary, may be held provided that they are properly noticed and accessible/open to the public as required by law.

Section 10. Waiver of Notice. Notice of the time, place, and purpose of any meeting of voting Directors may be waived, in writing, either before or after the holding of such meeting by any Director. This waiver shall then be filed with the records of the meeting. The attendance of any Director at any such meeting without protest, prior to or at the commencement of the meeting, shall constitute a waiver of notice.

#### **ARTICLE IV**

##### **Committees**

The Directors of the Corporation, by resolution, may designate one or more committees, each committee to consist of one or more Directors selected by the Directors of the Corporation. As provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution, the committees shall have such powers as delegated by the Directors of the Corporation, except (i) filling of vacancies in the officers of the Directors of the Corporation or committees created pursuant to this Sec-

tion; (ii) amending the Articles of Incorporation or Bylaws; or (iii) any action the Directors of the Corporation cannot lawfully delegate under the Articles, Bylaws or Applicable Law. All committee meetings shall at all times be in compliance with Florida's Government-in-the-Sunshine Law (Section 286.011, F.S.). Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Directors of the Corporation of its activities as the Directors of the Corporation may request.

## **ARTICLE V**

### **Officers**

**Section 1. General Provisions.** The Directors of the Corporation shall elect a President, Secretary, Treasurer and such other officers, including a Vice President, as the Board of Directors may from time to time designate. An individual may simultaneously hold more than one (1) office in the Corporation.

**Section 2. Term of Office.** All officers of the Corporation shall hold office for one (1) year or until their successors are elected. The Board of Directors may remove any officer at any time, with or without cause by a majority vote.

**Section 3. President.** The President shall be the active executive officer of the Corporation and shall exercise supervision over the business of the Corporation and over its several officers, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of Directors. He or she, when authorized by the Board of Directors, shall have authority to sign instruments requiring his or her signature; and such other duties as shall be assigned to him or her by the Board of Directors.

**Section 4. Vice-President.** The Vice President shall perform such duties as are conferred upon them by these Bylaws or as may from time to time be assigned to them by the Board of Directors or the President. At the request of the President (or in the absence or disability, the Vice President designated by the Board of Directors) shall perform all the duties of the President, when so acting shall have all the powers and duties of the President. The authority of Vice President to sign in the name of the corporation shall be coordinated with like authority of the President.

**Section 5. Secretary.** The Secretary of the Corporation shall keep minutes of all proceedings of the meetings and shall make proper records of the same, which shall be attested to by him or her. He or she shall keep such books as may be required by the Board of Directors and file all reports to State and Federal government. He or she shall be required to give notice of meetings of the Directors and the Executive Committee, and shall perform such other and further duties as may be assigned to him or her by Board of Directors. The Secretary shall sign all documents requiring his or her signature. The Board of Directors may appoint an Assistant Secretary when deemed to be in the best interest of the Corporation. The Assistant Secretary has the power and authority to sign in the absence of the Secretary, upon approval by the President.

**Section 6. Treasurer.** The treasurer shall be the officer designated for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the directors informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or

the Board President. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or employee to assist in performance of all or part of the duties of the Treasurer.

Section 7. Assistant and Subordinate Officers. The Board of Directors may appoint such assistant and subordinate officers, as it may deem desirable. Each such officer shall hold office during the term directed by the Board of Directors and perform such duties as the Board may prescribe.

Section 8. Duties of Officers May be Delegated. In the absence of any officer of the corporation, or for any other reason, which the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any one of them, of such officer to any other officer or to any other person.

#### **ARTICLE VI**

##### **Nondiscriminatory Policy**

The corporation shall not discriminate on the basis of race, color, disability, gender or ethnic origin with respect to its rights, privileges, programs, activities, and/or in the administration of its educational programs and athletic/extracurricular activities.

#### **ARTICLE VII**

##### **Goals and Interest**

All Directors shall work for the common goals and purposes of the Corporation.

#### **ARTICLE IX**

##### **Conflict of Interest**

The Board of Directors and/or the Corporation, shall use no public funds received from or through the Board to purchase or lease a property, goods, or services from any Director, Officer, or employee of the School or the father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, stepson, step daughter, step brother, step sister, half brother or half sister ("relative") of the Director, Officer, or employee, or from any business in which any Director, Officer, employee or relative has an interest, nor shall the Corporation use any property, goods, or services purchased or leased with by public funds for the private benefit of any person or entity, including an Officer, Director and employee or relative.

The Board of Directors, a Director, an Officer or employee shall not appoint, employ, promote, advance, or advocate for appointment, employment, promotion or advancement of any relative of his/hers, including, his/her father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, stepson, step daughter, step brother, step sister, half brother or half sister, to a position in which he/she serves on or to any position that he/she has jurisdiction over or controls.

Directors, Officers and employees shall annually complete and sign a Conflict of Interest statement regarding these prohibitions.

**ARTICLE X**  
**Amendments**

The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

**CERTIFICATION**

I hereby certify that these Amended and Restated Bylaws were adopted by the Board of Directors at a properly called meeting with a quorum being present held on November 28, 2015

Kimberly Penkies  
Secretary