

N15000007519

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

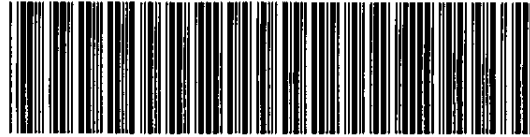
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

727 324 1308
Cathy Huang

Office Use Only



700277584017

10/05/15--01023--031 **43.75

FILED
2015 OCT 13 AM 9:59
SECRETARY OF STATE
TREASURY

615A00021700

#CC,

10/14/15

ATTN: CAROL

COVER LETTERTO: Amendment Section
Division of CorporationsNAME OF CORPORATION: The Banyan Odyssey, Inc.DOCUMENT NUMBER: N15000007519The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jane C. Williams

(Name of Contact Person)

The Banyan Odyssey, Inc.

(Firm/ Company)

1563 Hill Drive

(Address)

Largo, FL 33770

(City/ State and Zip Code)

janesite@tampabay-rr.com

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

For further information concerning this matter, please call:

Jane Williams

(Name of Contact Person)

at 727-698-3101 (cell)

(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☒ Already paid 10/01/15
\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)☐ \$52.50 Filing FeeCertificate of Status
Certified Copy
(Additional Copy is
Enclosed)Mailing AddressAmendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314Street AddressAmendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301Fax: 850-245-6897
ATTN: Carol Mustain



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2015

JANE C. WILLIAMS
1563 HILL DRIVE
LARGO, FL 33770

SUBJECT: THE BANYAN ODYSSEY, INC.
Ref. Number: N15000007519

We have received your document for THE BANYAN ODYSSEY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 515A00021238

Articles of Amendment
to
Articles of Incorporation
of

The Banyan Odyssey, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

AL5000007519
(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)

P.O. Box 1064
Largo, FL
33779-1064

2015 OCT 13 AM 8:59
SECRETARY OF STATE
NOT ASSIGNED

FILED

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: N/A

(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>

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|---|-------------|------------------------------------|-----------------------|
| 1) <input checked="" type="checkbox"/> Change | <u>TR</u> | <u>Melissa Tremblay Gaylor</u> | <u>(same address)</u> |
| <input type="checkbox"/> Add | | <u>(Add her married name)</u> | |
| <input type="checkbox"/> Remove | | | |
| 2) <input checked="" type="checkbox"/> ^{update} Change | <u>VP/*</u> | <u>(Gertrude) Jane C. Williams</u> | <u>(same)</u> |
| <input type="checkbox"/> Add | | <u>* Added office of Secretary</u> | |
| <input type="checkbox"/> Remove | | <u>at Initial Board meeting</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)

Per legal advisor, amending Articles
II, III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII
(see attachment)

The date of each amendment(s) adoption: October 1, 2015 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 October 1, 2015

Signature Jane C. Williams
(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)

Jane C. Williams
(Typed or printed name of person signing)

Vice President/Secretary
(Title of person signing)

ARTICLES OF INCORPORATION In compliance with Chapter 617, F.S., Not for Profit

ARTICLES OF INCORPORATION OF
The Banyan Odyssey, Inc.

ARTICLE I

NAME

The name of the corporation is: The Banyan Odyssey, Inc.

ARTICLE II

TERMS

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business address:

1563 Hill Drive, Largo, Florida 33770

The mailing address of the corporation is:

P.O. Box 1064, Largo, Florida 33779-1064

ARTICLE IV

PURPOSES

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purpose for which the corporation is organized is charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue law, and in furtherance of these purposes, the corporation will:

VISION STATEMENT: The Banyan Odyssey, Inc. will create and sustain a vibrant community in which the *handicapable can live, work and thrive.

- Handicapable is an emerging term in the special needs world; here we are referring to "high functioning disabled adults" over the age of 22
- A. Establish, develop, sponsor, promote and/or conduct television, radio, video and media activities and other charitable activities.
 - B. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
 - C. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.
 - D. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.
 - E. Solicit and receive contributions, grants, gifts, and real property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through D above.

ARTICLE V POWERS

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI PROHIBITED ACTS

This Corporation shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In the course of which operations:

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended by the Board of Directors, upon the vote of the majority of the members of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the vote of a majority of the members of the Board of Directors.

ARTICLE XIII
REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

(Gertrude) Jane C. Williams
1563 Hill Drive
Largo, FL 33770

Jane C. Williams Oct. 1, 2015
Required Signature of Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Jane C. Williams Oct. 1, 2015
Required Signature of Incorporator Date

- A. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- B. No substantial part of the activities of the corporation shall be the 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 any candidate for public office except as authorized under the Internal Revenue Code.
- C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII DISSOLUTION

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporations, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as

said court shall determine, which are organized and operated exclusively for such purposes.

Upon dissolution of the corporation, assets of The Banyan Odyssey, Inc. shall be distributed to The ARC of Tampa Bay & PARC organizations of Pinellas County, FL, designated to provide housing for the disabled. If these entities are dissolved, the beneficiary shall be the Homeless Emergency Project (HEP, dba Homeless Empowerment Program, in Clearwater, FL.

ARTICLE VIII ORIGINAL SUBSCRIBERS

The names and residences of the original subscribers to these Articles of Incorporation are listed below. They constitute the Board of Directors and have been selected by the Officers based on their skills, education and experience that will benefit the formation and continuation of the organization.

Name and Title: Williams R. Williams, Jr., President
1563 Hill Drive
Largo, FL 33770

Name and Title: (Gertrude) Jane C. Williams, Vice President/Secretary
1563 Hill Drive
Largo, FL 33770

Name and Title: Steven Clagg, Board of Directors
Administrator of Skycrest Christian Schools
2940 Parkcreek Drive
Clearwater, FL 33759

Name and Title: Melissa Tremblay Caylor, Board of Directors/Treasurer
5636 3rd Avenue North
St. Petersburg, FL 33710

Name and Title: Wayne Wardell, Board of Directors
Owner of Wardell Construction, Inc.
12075 119th Street North
Largo, FL 33770

ARTICLE IX
BOARD OF DIRECTORS AND OFFICERS

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than three (3) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
BY-LAWS