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T. LEMMEUX

OCT 04 2016

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Madison Creative Arts Academy, Inc.

DOCUMENT NUMBER: N15000007861

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

Please return all correspondence concerning this matter to the following:

Janna L. Barrs

(Name of Contact Person)

Madison Creative Arts Academy, Inc

(Firm/ Company)

2812 W. US Hwy 90

(Address)

Madison, FL 32340

(City/ State and Zip Code)

barrsj@mcag.academy

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

For further information concerning this matter, please call:

Janna Barrs

(Name of Contact Person)

at

(850) 973-2529

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Madison Creative Arts Academy Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N1500000 7861

(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:

N/A

*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)

N/A

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

N/A

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:

N/A

(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.*

N/A

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

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 type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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)

**ARTICLE II**  
**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**  
**Purpose**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- a. The corporation is organized exclusively for charitable and educational purposes for transacting all functions and activities permitted by Chapter 617 of the Florida Statutes and such powers as corporations not for profit may otherwise now or hereafter have or acquire provided, however, that this corporation in exercising any one or more of such powers shall do so in furtherance of the purposes which will qualify it as an exemption organization under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. Such purposes shall include, but not be limited to, provide a rigorous arts school that will promote student ownership of learning through a content-rich liberal arts curriculum emphasizing arts, creative writing, music, photography, theater and visual arts. Madison Creative Arts Academy will set high expectations for all students, promote good citizenship, develop ethical leaders, and produce graduates with a 21st century global perspective.
- c. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, 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 in this Article III. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

#### **ARTICLE IV** **Powers**

This corporation shall have all powers granted by law to not-for-profit corporation subject to the limitations and restrictions as set forth in Article III, above.

#### **ARTICLE V** **Membership**

The members of this corporation shall be all of the members of the Board of Directors.

#### **ARTICLE VI** **Incorporators**

The name and address of the original incorporator is Cary A. Hardee, III, 170 SW Pinckney Street, Madison, Florida 32340.

#### **ARTICLE VII** **Officers**

The officers of the corporation shall consist of a President, Vice President and a Secretary, and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaw of the corporation. The Board of Directors shall elect the officers at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names of the officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President: T.J. Jones  
Vice-President: Michael Vullo  
Secretary: Andrea Krell  
Treasurer: Lindsey Lawson

#### **ARTICLE VIII** **Board of Directors**

Control of the affairs of the corporation shall be vested in the Board of Directors. The Board shall be comprised of nine Directors serving three-year terms. The initial Board members shall serve as follows: three for three years, three for two years and three for one year. Thereafter, all director terms shall be for three years. Any Director elected at a meeting other than the Annual Meeting shall serve until the next Annual Meeting and shall be eligible for election to a full term at that time. Service for a partial term in excess of one year shall be considered a full term. The Board of Directors shall be elected by the Directors of the corporation at the annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors of the corporation. Any member of the Board of Directors elected to fill a vacancy shall hold office for the balance of the term.

The names and addresses of the first members of the Board of Directors are:

**Name    Address**

T.J. Jones    Post Office Box 9323, Lee, FL 32059

Michael Vullo    304 SW Georgiana Trail, Madison, FL 32340

Andrea Krell    133 SE Macon Street, Madison, FL 32340

Lindsey Lawson    1053 NE Duval Pond Road, Madison, FL 32340

**ARTICLE IX**  
**Informal Action**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action, which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**ARTICLE X**  
**Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended by a majority vote of the Board of Directors at any meeting, provided that an intention to amend has been announced and notice given in accordance with the Bylaws.

**ARTICLE XI**  
**Registered Office and Agent**

The registered office of the corporation shall be 2812 W US 90, Madison, Florida 32340. The registered agent shall be Cary A. Hardee, III, 170 Southwest Pinckney Street, Madison, Florida 32340. The registered office and registered agent provided for herein may be changed from time to time in the manner provided in the bylaws.

**ARTICLE XII**  
**Racially Nondiscriminatory Admission and Operations Policy**

The Madison Creative Arts Academy, Inc. admits applicants and students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to applicants and students at Madison Creative Arts Academy, Inc. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions, policies, scholarship and loan programs, and athletic or other school administered programs.

**ARTICLE XIII**  
**Dissolution**

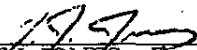
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, as said Court shall determine, which are organized and operated

exclusively for such purposes.

**ARTICLE XIV**  
**Effective Date**

The effective date of these Amended Articles of Incorporation is the date of filing with the Department of State.

IN WITNESS WHEREOF, the undersigned, being the incorporator certify to the truth of the facts herein stated, this the 23<sup>rd</sup> day of August, 2016.

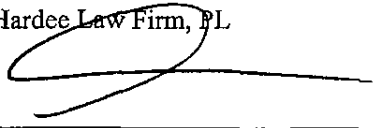
  
\_\_\_\_\_  
T.J. JONES

**ACCEPTANCE**

I hereby accept appointment as Registered Agent of MADISON CREATIVE ARTS ACADEMY, INC.

Dated the 23<sup>rd</sup> day of August, 2016.

The Hardee Law Firm, P.L.

  
\_\_\_\_\_  
Cary A. Hardee



The date of each amendment(s) adoption: 8/23/2016, 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 9/26/2016

Signature Hindsey H. Lawson  
(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)

Hindsey Lawson  
(Typed or printed name of person signing)

Treasurer  
(Title of person signing)