

N160000001604

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

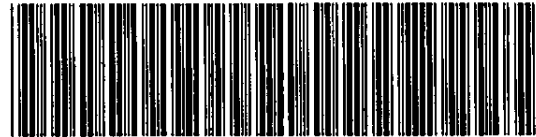
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2017 JAN 12 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

JAN 13 2017  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GEMS AND GENTS INC.

**DOCUMENT NUMBER:** N16000001604

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

Please return all correspondence concerning this matter to the following:

SHANITA JONES

(Name of Contact Person)

JONES ACCOUNTING AND TAX SERVICES, INC.

(Firm/ Company)

3632 LAND O LAKES BLVD #106-4

(Address)

LAND O LAKES, FL 34639

(City/ State and Zip Code)

SHANITA@THEACCOUNTINGDIVA.COM

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

For further information concerning this matter, please call:

SHANITA JONES

813

525-4321

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:

- |   |  |   |  |
|---|--|---|--|
| <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

GEMS AND GENTS, INC.

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

N16000001604

(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:**

NA

*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:**

NA

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

NA

(Mailing address **MAY BE A POST OFFICE BOX**)

**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:

JONES ACCOUNTING AND TAX SERVICES, INC.

3632 LAND O LAKES BLVD; STE106-4

(Florida street address)

New Registered Office Address:

LAND O LAKES

(City)

Florida 34639

(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 checked="" type="checkbox"/> NA Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<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)*

AMENDMENT ARTICLE III - SEE ATTACHMENT

ADD AMENDMENT IX - XIV - SEE ATTACHMENT

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GEMS AND GENTS, INC.  
(A Corporation Not for Profit)**

**ARTICLE III – PURPOSE**

The Corporation is organized exclusively for religious, charitable, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income taxes as an organization described in section 501 (c)(3) of the Internal Revenue Code, (or corresponding section of any future federal code).

The Corporation is committed to the enrichment and development of youth ages 4 to 18. The goals of the Corporation are to enrich the knowledge and skills to enable effective communication, improve competitiveness through STEM development and inspire inner talent to re-imagine the world and motivate others to be innovative and creative in pursuit of a common goal.

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#### **ARTICLE IX – EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- 1.) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purpose set forth in the purpose clause hereof.
- 2.) No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3.) Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### **ARTICLE X – MEMBERS**

The Corporation shall have one class of members. The rights and privileges of all members shall be equal. Each member shall be entitled to one and only one vote on any matter submitted to the membership for vote.

#### **ARTICLE XI – PERSONAL LIABILITY**

No member, officer, or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of the Corporation.

#### **ARTICLE XII – DURATION/DISSOLUTION**

The duration of the Corporation's existence shall be perpetual until dissolution.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to religious, charitable, scientific or educational organization which would then qualify under Section 501(c)(3) of the Internal Revenue Code and the regulations issued hereunder as they now exist or as they may hereafter be amended.

#### **ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

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**ARTICLE XIV – BYLAWS**

The Board of Directors of the Corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

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The date of each amendment(s) adoption: 12/19/2016, 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 12/19/2016

Signature

Tarnesha B. Allen

(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)

TARNESHA ALLEN

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)