

N160000002285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

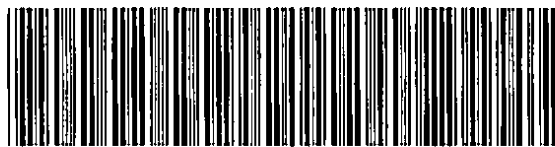
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500304809535

10/24/17--01007--028 **43.75

FILED
2017 NOV 14 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anund/CC

NOV 15 2017

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Civitas Project, Inc.

DOCUMENT NUMBER: N16000002285

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

Please return all correspondence concerning this matter to the following:

JUDITH THOMPSON

(Name of Contact Person)

The Civitas Project, Inc.

(Firm/ Company)

3427 BLACK WILLOW TRAIL

(Address)

DELAND, FL 32724

(City/ State and Zip Code)

CVLJUDYT@aol.com

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

For further information concerning this matter, please call:

JUDITH THOMPSON

(Name of Contact Person)

at 386 943.4121

(Area Code) (Daytime Telephone Number)

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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 31, 2017

JUDITH THOMPSON
THE CIVITAS PROJECT, INC.
3427 BLACK WILLOW TRAIL
DELAND, FL 32724

SUBJECT: THE CIVITAS PROJECT, INC.
Ref. Number: N16000002285

We have received your document for THE CIVITAS PROJECT, 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):

You failed to make the correction(s) requested in our previous letter.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 217A00021939

RECEIVED
17 NOV 14 AM 3:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2017

JUDITH THOMPSON
THE CIVITAS PROJECT, INC.
3437 BLACK WILLOW TRAIL
DELAND, FL 32724

SUBJECT: THE CIVITAS PROJECT, INC.
Ref. Number: N16000002285

We have received your document for THE CIVITAS PROJECT, 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):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 617A00021557

Articles of Amendment
to
Articles of Incorporation
of

THE CIVITAS PROJECT, INC.

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

N16000002285

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

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

FILED
2017 NOV 14 PM 4:41
STATE OF FLORIDA
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: N/A
(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:
☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
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)

SEE ATTACHED AMENDED ARTICLES OF INCORPORATION
OF THE CIVITAS PROJECT, INC.

**AMENDED ARTICLES OF INCORPORATION OF THE
CIVITAS PROJECT, INC.**

This document is an amendment of the Articles of Incorporation for The Civitas Project, Inc., filed February 23, 2016 with the Division of Corporations for the State of Florida as document number N16000002285. These amended Articles of Incorporation are adopted in accordance with FL Statutes 617.1002 and 617.1007 at a meeting of the Board of Directors held on October 11, 2017, by a majority vote of the directors then in office.

CERTIFICATE

This Certificate is provided in accordance with FL Statute 617.1007:

1. These Amended Articles do not require member approval.
2. The Board of Directors have adopted this amendment.
3. These Amended Articles do not contain any amendment requiring member approval.
4. These Amended Articles supersede the original Articles of Incorporation and all prior amendments in their entirety.



Larry Arrington, President, Director

The Articles of Incorporation of The Civitas Project are amended as follows:

ARTICLE I

Name

The name of the corporation shall be:

THE CIVITAS PROJECT, INC.

ARTICLE II

Principal Office and Mailing

Addresses

The address of the principal office and the mailing address of the corporation is 1010 Camphor Lane, DeLand, FL 32720.

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for religious, educational, scientific, and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Board of Directors of this corporation and which shall further the said purposes. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its religious, educational, scientific or charitable purposes directly rather than by or through one or more grantee organizations.

(b) By way of example and not of limitation, the purpose of this corporation is to help create a sustainable, good society by building civitas through quality initiatives including education, leadership development, conflict resolution, informed research and commentary, and well-designed and facilitated collaborative labs that bring people together to develop strategic consensus about responses to complex public problems.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or

carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(c) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV

Powers and Limitation on Powers

(a) This corporation shall have and exercise all powers necessary or convenient to accomplish any and all of the religious, educational, scientific and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During any such time as this corporation is a private foundation within the meaning of the Internal Revenue Code and FL Statute 617.0835, this corporation shall not engage in any activities that are prohibited by private foundations, including without limitation "self-dealing," retention of any "excess business holdings," making any investment that jeopardize carrying out of an exempt purpose, or making any prohibited "taxable expenditures," as defined in the applicable sections of the Internal Revenue Code, as from time to time amended.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Members

The corporation shall initially have no members. However, the bylaws may authorize the corporation to have one or more classes of members and may designate the class or classes, the qualifications and rights of the members of each class (including voting and non-voting members) and their quorum and voting requirements, if any, and the meeting notice requirements.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Judith Thompson, and the initial registered office of this corporation shall be 3427 Black Willow Trail, DeLand, FL 32724. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporator

The name and address of the incorporator to these Articles of Incorporation is Judith Thompson, 3427 Black Willow Trail, DeLand, FL 32724.

ARTICLE IX

Board of Directors & Officers

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary, and a treasurer, and such other officers as may be provided for in the bylaws of this

corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time as provided by the bylaws. Subject to the bylaws of this corporation, meetings of the Directors may be held within or outside of State of Florida.

(c) The bylaws may provide that directors be divided into classes, with each class having a staggered term.

(d) A quorum of the Board of Directors shall consist of no fewer than one-third (1/3) of the prescribed number of Directors determined under these Articles and the bylaws. The bylaws may, in regard to specific matters such as indemnification of officers and directors or amendment of the bylaws, provide for a higher number of directors to constitute a quorum.

ARTICLE X

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

- T. Wayne Bailey, 421 North Woodland Blvd., Unit 8301, DeLand, FL 32733
- Larry Arrington, 1010 Camphor Lane, DeLand, FL 33720
- Judith Thompson, 3427 Black Willow Trail, DeLand, FL 32724
- Richard George, 4630 Harbour Village Blvd., Unit 1508, Ponce Inlet, FL 32127
- Pat Drago, 325 Pelican Avenue, Daytona Beach, FL 32118
- Savannah-Jane Griffin, 321 Woodland Blvd., DeLand, FL 32723
- Clay Henderson, 421 North Woodland Blvd., Unit 8262, DeLand, FL 32723
- The Rev. Dr. Russell L. Meyer, 3838 W Cypress Street, Tampa, FL 33607

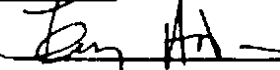
- Dr. Alesia Sedziaka, P.O. Box 2567, Avalon, CA 90704

ARTICLE XI

ByLaws

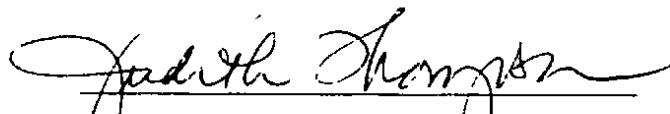
The by-laws of this corporation may be made, altered, amended, or repealed, and new bylaws may be adopted from time to time, by the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 17 day of October, 2017.


Larry Arrington, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501, Florida Statutes.


Judith Thompson, Registered Agent

The date of each amendment(s) adoption: OCTOBER 11, 2017, if other than the date this document was signed.

Effective date if applicable: OCTOBER 11, 2017
(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 31, 2017

Signature Judith Thompson
(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)

JUDITH THOMPSON
(Typed or printed name of person signing)

DIRECTOR, SECRETARY, INCORPORATOR
(Title of person signing)