

N 17 000000483

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

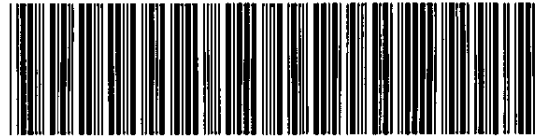
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Lease -



400293439084

RECEIVED
DEC 29 1964
16 DEC 29 PM 4:16

2015 DEC 29 AM 8:21
SECRET
TALAMON, J. C. JR.

Figure 1

C. GOLDEN

JAN 18 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 440727 7482661

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : December 28, 2016

ORDER TIME : 2:12 PM

ORDER NO. : 440727-010

CUSTOMER NO: 7482661

DOMESTIC AMENDMENT FILING

NAME: CHARITY FOR CHANGE, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

2016 DEC 29 AM 8:21
CORPORATION SERVICE COMPANY
TALLAHASSEE, FL 32301

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

2016 DEC 29 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 17, 2017

CORPORATION SERVICE COMPANY

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CHARITY FOR CHANGE, INC.
Ref. Number: W17000000696

We have received your document for CHARITY FOR CHANGE, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

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

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The principal office address must be in the Articles of Incorporation.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 817A00000898

RECEIVED
DEPARTMENT OF STATE
17 JAN 17 PM 4:13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

2016 DEC 29 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FL 32314

January 12, 2017

CORPORATION SERVICE COMPANY

RESUBMIT
Please give original
submission date as file date.

SUBJECT: CHARITY FOR CHANGE, INC.
Ref. Number: W17000000696

We have received your document for CHARITY FOR CHANGE, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

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

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 617A00000764



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2017

CORPORATION SERVICE COMPANY

SUBJECT: CHARITY FOR CHANGE, INC.
Ref. Number: W17000000696

FILED
2016 DEC 29 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

We have received your document for CHARITY FOR CHANGE, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 117A00000463

RECEIVED
DEPARTMENT OF
17 JAN 11 AM 11:03



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED

2016 DEC 29 AM 8:22

SEC. OF STATE
TALLAHASSEE, FL 32314

December 30, 2016

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CHARITY FOR CHANGE, INC.
Ref. Number: W16000086855

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

DOCUMENT CONTAINS INCORRECT SITES.

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) 245-6939.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 116A00027741

17 DEC 29 AM 9:13
Suffolk County, VA
Suffolk County, VA

FILED

2016 DEC 29 AM 8:22

SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION
for
FLORIDA LIMITED LIABILITY COMPANY
into
FLORIDA NOT FOR PROFIT CORPORATION**

These Articles of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida not for profit corporation in accordance with ss. 605.1042 and 617, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is CHARITY FOR CHANGE, LLC.

2. The "Other Business Entity" is an Florida limited liability company first organized under the laws of Florida on March 7, 2008 (L08000024264).

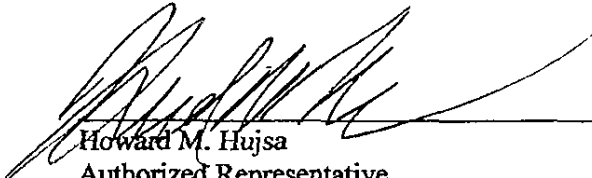
3. The name of the Florida not for profit corporation as set forth in the attached Articles of Incorporation is CHARITY FOR CHANGE, INC.

4. The conversion was approved by the converting entity in accordance with the laws of Florida.

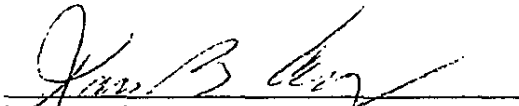
5. The effective time and date of the conversion shall be 12:01 a.m. on January 1, 2017.

Signed on December 28, 2016.

Signature of Authorized Representative of Florida Not For Profit Corporation:


Howard M. Hujsa
Authorized Representative

Signature on behalf of "Other Business Entity":


Karen B. Conley, President & Manager

FILED

2016 DEC 23 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHARITY FOR CHANGE, INC.
(A Florida Corporation Not-For-Profit)**

1. **Name.** The name of the corporation is CHARITY FOR CHANGE, INC. the "Corporation").
2. **Not-for-profit Corporation.** The Corporation has been formed for not-for-profit purposes under the Florida Not For Profit Corporation Act (the "Act") and shall not have or issue shares of stock or make distributions.
3. **No Members.** The Corporation shall have no members.
The principal office address is 10681 Airport-Pulling Road, Suite 23, Naples, FL 34109
4. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Agent	Business Address
Karen B. Conley	10681 Airport-Pulling Road, Suite 23 Naples, Florida 34109

5. **Incorporator.** The name and address of the Corporation's sole incorporator is: Karen B. Conley, 10681 Airport-Pulling Road, Suite 23, Naples, Florida 34109.
6. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), including, in particular, but not limited to, empowering children to achieve their full potential by engaging them in their community through academics, character education, giving, volunteering and parental and community involvement. (the "Corporation's 501(c)(3) Exempt Purposes"). It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").
7. **Board of Directors.** The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), which shall be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation, in accordance with these

Articles of Incorporation and the bylaws of the Corporation from time to time in effect. The manner in which Directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

8. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:
- (a) To receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions; provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").
 - (b) To acquire by purchase, lease or otherwise, to retain, hold, own, occupy, use, manage, improve, develop, maintain or lease, and to sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, without regard to diversification or to whether some or all of the property so acquired or retained is unproductive or wasting or is of a kind or size which, but for this express authority, would not be considered proper.
 - (c) To borrow money and to make, accept, endorse, execute and issue promissory notes and any other obligations for payment for property acquired or money borrowed.
 - (d) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.
 - (e) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments, and other grants from the Corporation's Funds, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion

determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation's Funds.

- (f) To initiate and participate in fundraising activities, expeditions, or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes.
- (g) To the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

9. **Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

- (a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
- (b) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's Directors, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
- (c) 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 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) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in

any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

10. **Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as are provided for in the plan of distribution of assets adopted by the Corporation, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.
11. **Indemnification.** Unless otherwise prohibited by law, the Corporation [may/shall] indemnify any Director, any former Director, any person who while a Director of the Corporation may have served at its request as director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such a person: (a) conducted himself or herself in good faith; (b) believed in the case of conduct in his or her official capacity with the Corporation that his or her conduct was in the best interest of the Corporation; and in all other cases that his or her conduct was at least not opposed to the best interests of the Corporation; (c) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (a) by or in the right of the Corporation in which the director was judged liable to the Corporation, or (b) in which improper personal benefit is charged.

- (a) The Corporation shall indemnify a director who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation, for reasonable expenses in connection with the proceeding. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of Sections 617.0830 and 617.0831 of the Act are met.
 - (b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director.
 - (c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to the acts occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed of exclusive of any other rights to which such director may be entitled under any statute, bylaw, vote of the Board, or otherwise and shall not restrict the power of the Corporation to make any indemnifications permitted by law.
 - (d) The Board may authorize the purchase of and maintain insurance on behalf of any director of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.
 - (e) The Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the Code or any other provision of the Code applicable to a corporation described in Section 501(c)(3) of the Code.
12. **Immunity.** It is intended that the Corporation be an organization the officers and Directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other applicable laws.
13. **Amendment.** These Articles of Incorporation may be amended as provided by law at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, and any Valid Restrictions imposed on contributions to the Corporation's Funds;

provided, however, that no amendment hereto may remove these restrictions on amendment.

14. **Effective Date.** The effective time and date of these Articles shall be 12:01 a.m. on January 1, 2017.

Dated at Naples, Florida, this 28th day of December, 2016.

The undersigned hereby declares, under the penalties of false statement, that the statements made in the foregoing Articles are true.

CHARITY FOR CHANGE, INC.

By: 

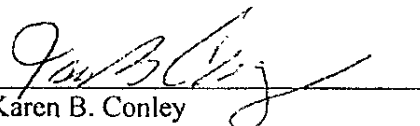
Karen B. Conley, President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: **CHARITY FOR CHANGE, INC.**
2. The name and address of the registered agent and office is:

Karen B. Conley
10681 Airport-Pulling Road, Suite 23
Naples, Florida 34109

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Karen B. Conley

FILED
2016 DEC 29 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA