

N 1700000 2554

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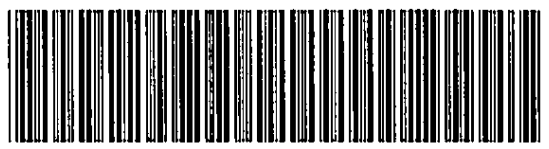
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Willie Mae Stokes Community Center, Inc.

DOCUMENT NUMBER: N17000002554

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

Please return all correspondence concerning this matter to the following:

Lisa Jones

(Name of Contact Person)

Willie Mae Stokes Community Center

(Firm/ Company)

c/o 9541 103 Street Suite 301

(Address)

Jacksonville, Florida 32210

(City/ State and Zip Code)

l.jones@williemaestokescc.org or drlisahjones@gmail.com

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

For further information concerning this matter, please call:

Lisa Jones

786.314.4285

(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:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
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(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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WILLIE MAE STOKES COMMUNITY CENTER, INC.**

The undersigned, acting on behalf of a corporation under Florida Not for Profit Statutes, Chapter 617.1006, hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be the **Willie Mae Stokes Community Center, Inc.** and the address of the business shall be 355 NW 6th Avenue, Micanopy, Florida 32667.

**ARTICLE II
EXEMPT PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Directors may from time to time determine, and shall likewise in furtherance of its corporate purposes, have all the general powers of the Act or any successor law or regulation, together with the power to solicit grants and contributions for such purposes.

More specifically, the Willie Mae Stokes Community Center, Inc. purpose shall be to provide a variety services to youth and families in order to build on individual, and community strengths and develop the individuals' and families' capacity to thrive. Services shall include but not be limited to: adult English as second language classes, computer classes for youth and adults, early childhood education, free legal clinics, educational and health workshops, youth leadership programs, parenting support and education classes, project based learning initiatives, mentoring, after-school and recreational programs for youth and access to other needed services. The philosophy of the Willie Mae Stokes Community Center shall be to link community members to existing services offered by community-based organizations, coordinate service delivery with existing organizations, and offer direct services that complement the community as a whole.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
EXEMPTION REQUIREMENTS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or others private persons, except that the organization 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.

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.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution, liquidation, termination or winding up of the affairs of the Corporation, whether voluntarily, involuntarily or by operation of law, the Corporation's property and assets, after paying or making provision for the payment of all the liabilities of the Corporation, shall be distributed to one or more organizations which at such time (a) are organized and operated exclusively for charitable, education or scientific purposes and (b) qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code. Any property and assets not so disposed of shall be distributed by any court of the State of Florida having jurisdiction to a charitable organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation was organized and which qualifies as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V MANNER OF ELECTION

The Board of Director elections shall be held as provided in the bylaws.

ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The Board of Directors/Director shall be responsible for the control and management of the business affairs and property of the Corporation. The Board may exercise all powers of the Corporation, including the establishment of all programs, policies, and operating procedures of the Corporation. The Directors constituting the initial Board of Directors are and their names and addresses being as follows:

Dolly A. Stokes /	Co-Founder/Director	1640 NE 172 Place	Citra, Florida 32113
Jessie Modican -	Board Director	5331 SW 116 Place	Ocala, Florida 34476
Lavada Y. Bradshaw -	Board Director	PO Box 458	Micanopy, Florida 32667
Layla Ruffino ✓	Board Chair	355 NW 6 Avenue	Micanopy, Florida 32267
Kathleen Barnes ✓	Board Director/Trs	355 NW 6 Avenue	Micanopy, Florida 32267
Lisa Jones ✓	Board Director/Secr.	355 NW 6 Avenue	Micanopy, Florida 32267

ARTICLE VII PERSONAL LIABILITY

No director, officer, or members shall be personally liable to the corporation for damages for breach of any duty owed to the corporation or its members, except that such provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the corporation or its members, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit. The Corporation shall have the authority to indemnify every corporate agent to the full extent permitted by Florida law or the corresponding section of any subsequent state law. No directors, officers or its members, of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Officers, Directors, or its members shall be subject to the payment of the debts or obligations of this corporation

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of by the Court of the county in which the principal office of the organization 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 VIII MEMBERSHIP

The name and address of the sole members of the corporation are Dolly A. Stokes and surviving children of the late Mrs. Willie Mae Stokes known for her love of community.

Termination of Member's Interest: The Member will cease to be a member of the Corporation upon the Member's death, incompetency, or bankruptcy, or upon assignment of the Member's entire membership interest. Unless there are one or more other members of the Corporation, the person who is the holder of the Member's interest immediately after the Member ceases to be a member will become a member. If there are one or more other members of the Corporation at the time the Member ceases to be a member, the person who is the holder of the Member's interest immediately after the Member ceases to be a member will become a member only with the consent of the other member or members.

Additional Members: Except for the holder of a member's interest who becomes a member under the provisions of the section of this agreement relating to termination of member's interest, additional members of the Corporation may be admitted only by written agreement of the Member and the additional members. Any and all other membership classifications shall have no voting rights.

The Willie Mae Stokes Community Center does not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, religion, gender identity and sexual orientation.

IN WITNESS WHEREOF, and signed a Resolution of the Board of Directors the undersigned corporate secretary has signed this 23rd day of April 20, 2018.



Lisa Jones, Board Secretary

4/20/2018

Date

April 20, 2018

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

April 20, 2018

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.

April 20, 2018

Dated _____

Signature



(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)

Lisa Jones

(Typed or printed name of person signing)

Board/Corporate Secretary

(Title of person signing)