

N17000002668

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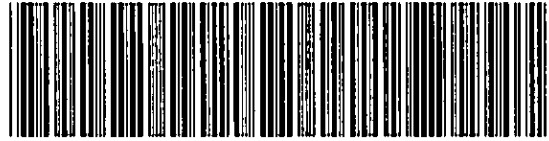
(Business Entity Name)

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STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FL 32399

2020 MAY 18 PM 7:12

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JUN 05 2020

S. YOUNG



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eagle Creek Florida Charities, Inc.

DOCUMENT NUMBER: NI700000 2668

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

Please return all correspondence concerning this matter to the following:

Gregory Champeau, Esq.
(Name of Contact Person)

Champeau Law, P.A.
(Firm/ Company)

999 Vanderbilt Beach Rd., Suite 232
(Address)

Naples, FL 34108
(City/ State and Zip Code)

greg@champeau law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory Champeau at 239-325-1823
(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 type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Eagle Creek Florida Charities, Inc.

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

117 00000 2668

(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:

N/A

(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:

N/A

(Florida street address)

New Registered Office Address:

(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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DEPT OF STATE
DIVISION OF CORPORATIONS
AND BUSINESSES

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	<u>N/A</u>	_____	_____ _____ _____
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. Change in "purpose" of the
charity in Article 2(a).

Lined area for text entry.

The date of each amendment(s) adoption: 1/29/2020, if other than the date this document was signed.

Effective date if applicable: 1/29/2020
(no more than 90 days after amendment file date)

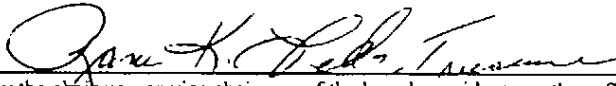
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 1/29/2020

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)

Rana K. Fedor
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

EAGLE CREEK FLORIDA CHARITIES, INC.

Amended Bylaws

Mission Statement

To assist families and children in need in Southwest Florida.

Article I

Name

Section 1. Name. The name of the nonprofit entity shall be "Eagle Creek Florida Charities, Inc.".

Article II

Purpose

The purpose of the nonprofit shall be to promote and conduct charitable endeavors to support the families and children of Southwest Florida through contributions to existing charitable agencies and direct support. To carry out its purpose, the nonprofit shall:

- A. Provide a continuing organization, which will work to promote and conduct fundraising activities to benefit the at-risk children and families of Southwest Florida and specifically to benefit the at-risk and financially needy employees and children and families of employees of the Eagle Creek Community.
- B. Accept donations, solicit and raise money for the foregoing purposes. The organization will provide interested persons or businesses with an opportunity to make tax deductible bequests, contributions and other gifts.
- C. All operations of Eagle Creek Florida Charities, Inc. shall be solely those as permitted under Section 501(c)(3) of the Internal Revenue Code.

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 purposes set forth in this article.

Notwithstanding any other provision of these articles, the nonprofit shall conduct activities only in compliance with activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a by a corporation, to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III

Organization and Status

The nonprofit will operate under the Articles of Incorporation filed on March 10, 2017, and shall obtain from the Internal Revenue Service a 501(c)(3) tax exempt status.

Article IV

Board of Directors

Section 1. Number and makeup. The Board of Directors shall manage the affairs of the nonprofit. The number of Directors shall be no less than three (3) and no more than twelve (12).

Section 2. Term of Office. Each Director shall hold office until resignation, death, disability or removal.

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CLERK OF CIRCUIT COURT
FLORIDA
HALL COUNTY

Section 3. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired term by appointment. The President of the nonprofit shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors.

Section 4. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 5. Compensation. Directors shall not receive any salary or compensation for their services.

Section 6. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances.

Section 7. Advisory Boards and Committees. The Board of Directors shall have discretion to appoint one or more advisory boards and/ or committees to assist in carrying out the purposes of the nonprofit.

Section 8. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the nonprofit.

Section 9. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has a financial interest in the outcome of a board action.

Section 10. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by Florida Nonprofit Corporation Law. The Board of Directors at their discretion shall be authorized to purchase errors and omissions insurance for the Directors of the non-profit.

Article V Meetings

Section 1. Annual Meeting. The annual meeting of the nonprofit shall be held in Naples, FL during the month of November. Notice of the annual meeting shall be published no less than ten (10) days before the meeting.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times during the fiscal year. The President or any two (2) Board members can call special meetings of the Board of Directors.

Section 3. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Article VI Officers

Section 1. Officers. The Officers of the nonprofit shall be, at a minimum, President, Vice-President, Secretary and Treasurer. The President and Vice-President must be members of the Board of Directors. Officers will be elected by the Board of Directors at the annual meeting.

Section 2. Removal. An Officer may be removed when:

- a) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- b) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 3. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board.

Section 4. Officer Roles

A. President. The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, shall, in general, supervise and control all of the business and affairs of the nonprofit, and shall be responsible for reporting to the nonprofit, as required, on the activities and operation of the nonprofit. He/She shall be an ex-officio member of all committees.

B. Vice-President. The Vice-President shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors.

C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit. The Treasurer shall be responsible for ensuring that the annual tax returns and corporate reports for the non-profit are prepared and submitted as required by the Internal Revenue Service, Florida Department of Revenue or any other taxing authority.

D. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the nonprofit's records, and in general perform all duties incident to the office of Secretary.

Article VII Financial Administration

Section 1. Use of Funds:

Eagle Creek Florida Charities, Inc. will use funds:

- (a) to support established local charities that promote and assist the welfare of children and families in Southwest Florida.
- (b) to support public and private schools in Southwest Florida, and to assist in funding for curricular and extra-curricular activities.
- (c) to assist individual families and children in need with direct financial support.

- (d) to pay normal administrative expenses involved in supporting the charitable endeavors.
- (e) to engage in fundraising efforts.

Section 2. Books and Record. The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent or attorney, authorized representative for any proper purpose at any reasonable time, and upon reasonable notice.

Section 3. Notes of Indebtedness. All checks or drafts issued in the name of the nonprofit will require the signature of any of the following: President, Treasurer, or Vice-President.

Section 4. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of January and end on the last day of December.

Article VIII Dissolution

Upon dissolution or final liquidation of the nonprofit, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the nonprofit, 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. 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.

ARTICLE IX Amendment to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the nonprofit.

Adopted on _____, by the Eagle Creek Florida Charities, Inc. Board of Directors.

President

Vice-President



Treasurer

Secretary

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Adopted on 1/29/2020 by the Eagle Creek Florida Charities, Inc. Board of Directors.

President

Vice-President

Treasurer

Barbara McAten
Secretary

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Adopted on 1/29/2020
May 5/20 by the Eagle Creek Florida Charities, Inc. Board of Directors.

PA Bndey
President

Vice-President

Treasurer

Secretary