

N17000003320

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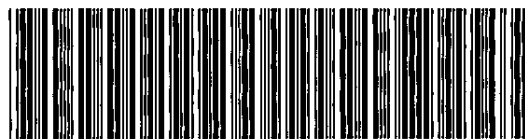
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY -8 AM 11:08

789/1173/62
Amended &
Restated

MAY 12 2017

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Venice Nokomis Community Preschool, Inc.

DOCUMENT NUMBER: N117000003320

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

Please return all correspondence concerning this matter to the following:

Barbara A. Zier

(Name of Contact Person)

Venice Nokomis Community Preschool, Inc.

(Firm/ Company)

208 Palm Avenue

(Address)

Nokomis, Florida 34275

(City/ State and Zip Code)

bzier@vncpreschool.org

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

For further information concerning this matter, please call:

Barbara A. Zier

941

468-9587

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 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY -8 AM 11:00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 28, 2017

BARBARA ZIER
208 PALM AVENUE
NOKOMIS, FL 34275

SUBJECT: VENICE NOKOMIS COMMUNITY PRESCHOOL, INC.
Ref. Number: N17000003320

We have received your document for VENICE NOKOMIS COMMUNITY PRESCHOOL, 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.

Carol Mustain
Regulatory Specialist II

Letter Number: 517A00008341

17 MAY - 6 11:51
STATE'S
CORPORATIONS
DIVISION
TALLAHASSEE, FL

VENICE NOKOMIS COMMUNITY PRESCHOOL, INC.
A Florida Non-Profit Corporation
AMENDED AND RESTATED ARTICLES OF INCORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAY -8 PM 11:08

AMENDMENT:

ARTICLE I

1.01 NAME

The name of this corporation shall be Venice Nokomis Community Preschool, Inc.

ARTICLE II

2.01 DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

3.01 PURPOSE

Venice Nokomis Community Preschool, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Specifically, Venice Nokomis Community Preschool, Inc. will operate as a charitable, religious and educational program for preschool children 2 years to 5 years, whose parents seek employment or want their child to have early education and training.

ARTICLE IV

4.01 NON-PROFIT NATURE

Venice Nokomis Community Preschool, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as except organizations under 501(c) 3 of the internal Revenue Code or corresponding section of any future Federal tax code. No part of the net earnings of Venice Nokomis Community Preschool, Inc. shall inure to benefit or, or be distributable to its members, trustees, officers, or other private persona, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any 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.

Venice Nokomis Community Preschool, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments distributions consistent with these Articles.

4.02 PERSONAL LIABILITY

No officer or director of this corporation shall be personally liable for the debts or obligations of Venice Nokomis Community Preschool, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 DISSOLUTION

Upon termination or dissolution of the Venice Nokomis Community Preschool, Inc. any assets lawfully available for distribution shall be distributed to (1) or more qualifying organizations described in Section 501 (

c) 3 of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating dissolving corporation.

The organization to receive the assets of Venice Nokomis Community Preschool, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Venice Nokomis Community Preschool, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition of equity filed in a court of proper jurisdiction against Venice Nokomis Community Preschool, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations located with the State of Florida.

In the event that the court shall find that this section is applicable but that there is not qualifying organization known to it which has a charitable purpose, which, as least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 PROHIBITED DISTRIBUTIONS

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01

4.05 RESTRICTED ACTIVITIES

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax as an organization described by Section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE V – BOARD OF DIRECTORS

5.01 GOVERNANCE

Venice Nokomis Community Preschool, Inc. shall be governed by its board of directors.

5.02 INITIAL DIRECTORS

The initial directors of the corporation shall be Lynn Plumlee (President), Elizabeth Tyde (Vice President), Kristi Jarvis (Secretary), Beverly Miller, (Treasurer), June Wadsworth, (Director), Neill Heim (Director), Cora Kukula (Director)

ARTICLE VI

6.01 MEMBERSHIP

Venice Nokomis Community Preschool, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

7.01 AMENDMENTS

Any amendment to the Articles of Incorporation may be adopted by approval of (2/3) two-thirds of the board of directors.

ARTICLE VIII

8.01 CORPORATE ADDRESS

The physical address of the corporation is:

Venice Nokomis Community Preschool, Inc.

208 Palm Avenue, Nokomis, FL 34275

The mailing address of the corporation is:

Venice Nokomis Community Preschool, Inc.

P.O. Box 1641, Nokomis, FL 34274

ARTICLE IX

9.01 REGISTERED AGENT

The registered agent of the corporation shall be:

Barbara A. Zier

799 Harbor Drive South, Venice, FL 34285-3116

ARTICLE X

INCORPORATOR

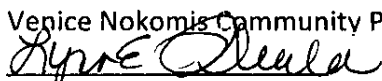
Barbara A. Zier

799 Harbor Drive South, Venice, FL 34285-3116

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned do hereby certify that the above stated Article of Incorporation of V were approved by the board of directors on March 30, 2017 and constitute a complete copy of Articles of Incorporation of

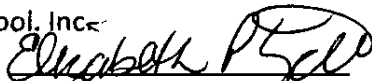
Venice Nokomis Community Preschool, Inc.



Lynn E. Plumlee, President

1205 Oak Tree Lane

Nokomis, FL 34275



Elizabeth P. Tyde, Vice President

300 Monet

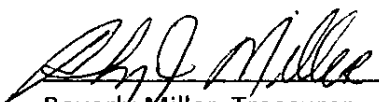
Nokomis, FL 34275



Kristi M. Jarvis

1539 Vermeer Drive

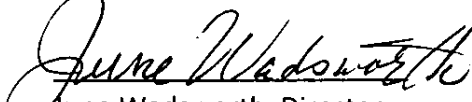
Nokomis, FL 34275



Beverly Miller, Treasurer

1217 Gayle Avenue

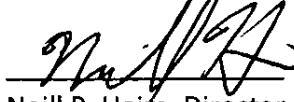
Nokomis, FL 34275



June Wadsworth, Director

617 Tamiami Tr. S #78

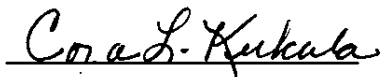
Venice, FL 34285



Neill P. Heim, Director

1768 Norvell Avenue

Northport, FL 34286



Cora L. Kukula

165 Inlets Blvd #165

Nokomis, FL 34275

March 30, 2017

The date of each amendment(s) adoption: _____, 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 April 6, 2017 _____

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)

Lynn E. Plumlee

(Typed or printed name of person signing)

President

(Title of person signing)