

N1700000 8496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

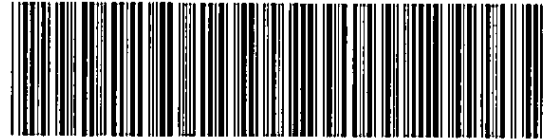
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 21 2019

T. SCHROEDER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Broward Association of School Psychologists Inc.

DOCUMENT NUMBER: N17000008496

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

Please return all correspondence concerning this matter to the following:

Zachary Kester

(Name of Contact Person)

Charitable Allies, Inc.

(Firm/ Company)

9100 Purdue Road, Suite 115

(Address)

Indianapolis, IN 46268

(City/ State and Zip Code)

beth.pomerantz@browardschools.com

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

For further information concerning this matter, please call:

Beth Pomerantz

754

321-3440

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

Articles of Amendment
to
Articles of Incorporation
of

Broward Association of School Psychologists Inc.

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

N17000008496

(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:

(Principal office address MUST BE A STREET ADDRESS)

N/A

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

N/A

New Registered Office Address:

(Florida street address)

Florida

(City)

(Zip Code)

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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.

Signature of New Registered Agent, if changing

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 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"/> N/A 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	_____	_____	_____

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F. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article III of the Articles of Incorporation shall now read as follows:

The Organization is a not for profit corporation that shall be organized and operated exclusively for charitable purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) educate through group discussion, individual presentations, films, and workshops; (b) function as child advocates by discussing concerns regarding the evaluation, placement, and educational programming of Broward County Public School students; (c) function as a clearinghouse for pertinent information and to provide information and speakers to interested parties; (d) collect school supplies and sponsor holiday events for needy children; (e) solicit and receive funds for the accomplishment of the above purposes; and (f) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Article IX shall be added to the Articles of Incorporation as follows:

If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

Further, Articles X-XII have been added and are attached.

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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

**ADDITIONAL ARTICLES
TO THE ARTICLES OF INCORPORATION OF
BROWARD ASSOCIATION OF SCHOOL PSYCHOLOGISTS INC.**

The following Articles are supplemental to the Articles to which they are attached. These Articles should be read in connection with the Articles to which they are attached and together constitute the entire Articles of Incorporation of Broward Association of School Psychologists Inc. (the "Organization").

ARTICLE X

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE XI

Members

Section 1. Creation, Classes and Voting of Members. The Organization shall have three classes of members as that term is defined in the Act. Each member shall be entitled to one vote.

Section 2. Criteria. Membership shall be open to those individuals defined in the Bylaws.

Section 3. Annual Meeting. There shall be an annual meeting of the membership for the election of Directors.

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TALLAHASSEE, FLORIDA

Section 4. Rights and Responsibilities. Rights and responsibilities are delineated in the Bylaws of the Organization and in the Act.

ARTICLE XII

Directors

Section 1. Creation and Number. The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualification, and Responsibilities. The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

ARTICLE XIII

Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

Section 1. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall not:

- (a) Engage in any act of self-dealing as defined in Code § 4941(d);
- (b) Retain any excess business holdings as defined in Code § 4943(c);
- (c) Make any investment in such manner as to subject the Organization to tax under Code § 4944; or
- (d) Make any taxable expenditure as defined in Code § 4945(d).

Section 3. Charitable Status. Neither the Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being a charity described in Code §§ 501(c)(3) and 509.

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MARIETTA, GEORGIA

Section 4. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 5. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 6. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 7. Liability. No officer, director, Member or employee of the Organization shall be liable for any of the Organization's debts or obligations.

Section 8. Reliance. All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 9. Committees. The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

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May 10, 2019

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 5/22/19

Signature Beth Pomerantz
(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)

Beth Pomerantz

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

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