

N19 0000 10806

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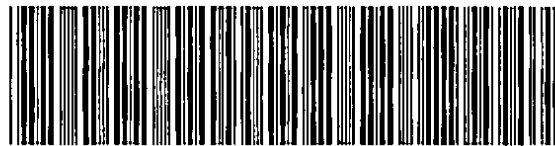
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11-26-20

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Amend

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I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Angels for Change, Inc.

DOCUMENT NUMBER: N19000010806

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

Please return all correspondence concerning this matter to the following:

Laura Bray

(Name of Contact Person)

Angels for Change, Inc.

(Firm/ Company)

2408 Fountain Grass Dr

(Address)

Valrico, FL 33594

(City/ State and Zip Code)

alisonvergeswalters@angelsforchange.org

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

For further information concerning this matter, please call:

Laura Bray

352

200-0021

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 type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 SEP 29 09:50

September 29, 2020

LAURA BRAY
2408 FOUNTAIN GRASS DR
VALRICO, FL 33594

SUBJECT: ANGELS FOR CHANGE, INC.
Ref. Number: N19000010806

We have received your document for ANGELS FOR CHANGE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Conformed signatures are not acceptable for non-profit corporations and the registered agent can not execute or sign an amendment.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 220A00018681



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 11, 2020

LAURA BRAY
2408 FOUNTAIN GRASS DR.
VALRICO, FL 33594

SUBJECT: ANGELS FOR CHANGE, INC.
Ref. Number: N19000010806

We have received your document for ANGELS FOR CHANGE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 220A00015098

**Articles of Amendment to Articles of Incorporation of
Angels for Change, Inc. previously filed with Florida
Division of Corporations**

Article I - V - No change

**ARTICLE VI
RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation:

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; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purpose stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3).

ARTICLE VII
DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same) all assets of the Corporation shall be distributed to one or more charitable organizations, provided that such organizations qualify for exemption under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.* charitable, educational, religious or scientific (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. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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, 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
INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is party, or is threatened to be made a party, to any threatened, pending or

completed action, suit or proceeding, whether civil or criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or he conduct was unlawful. Notwithstanding the provisions of this Article VIII, the Corporation shall not indemnify any officer or director from any liability for fraud, bad faith, willful misconduct or gross negligence.

ARTICLE IX

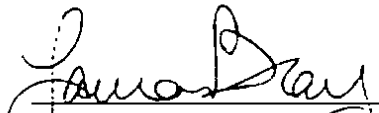
BYLAWS

The initial Board of Directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE X
AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation this 24th day of June, 2020, and acknowledged that she is familiar with, and accepts its obligations. Three members were entitled to Vote on this Proposed Amendment and all three voted to approve the same on the 24th of June, 2020.



Laura Bray, Incorporator