

N21 0000006887

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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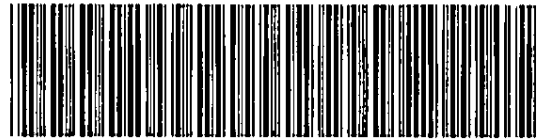
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FL

Amend

FEB 10 2022
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Full Circle Foundation, Inc.

DOCUMENT NUMBER: N21000006887

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

Please return all correspondence concerning this matter to the following:

Marlayna Goosby

(Name of Contact Person)

The Full Circle Foundation, Inc.

(Firm/ Company)

105B Lewis St

(Address)

Fort Walton Beach, FL 32547

(City/ State and Zip Code)

marlayna@growyourgiftmusic.com

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

For further information concerning this matter, please call:

Marlayna Goosby

850

483-0800

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 checked="" 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 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

The Full Circle Foundation, Inc.

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

N21000006887

(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:

_____ 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)

105B Lewis St

Fort Walton Beach, FL 32547

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

105B Lewis St

Fort Walton Beach, FL 32547

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: Marlayna Goosby

105B Lewis St

(Florida street address)

New Registered Office Address:

Fort Walton Beach

(City)

Florida 32547

(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.

Signature of New Registered Agent, if changing

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SECRETARY OF STATE
TALLAHASSEE, FL

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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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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) <u>X</u> Change ___ Add ___ Remove	<u>S</u>	<u>Jackie Kirlev changed to Jackie Hubbell</u>	_____ _____ _____
2) <u>X</u> Change ___ Add ___ Remove	<u>T</u>	<u>Clayton McAllister</u>	<u>1636 Florence Ave changed to</u> <u>121 Gail La Rue Fort Walton Beach</u> <u>From 16 Lamon Dr to</u>
3) <u>X</u> Change ___ Add ___ Remove	<u>D</u>	<u>LaTova Hart Address Change</u>	<u>158 Pine Lake Dr</u> <u>Santa Rosa Beach, FL 32459</u> _____ _____
4) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
5) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
6) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____

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

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

Please see attached

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

THE FULL CIRCLE FOUNDATION, INC.
(a Florida not-for-profit corporation)

ARTICLE I – NAME

The name of this corporation is The Full Circle Foundation, Inc. (hereinafter referred to as the “Corporation”).

ARTICLE II – DURATION

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III – PURPOSE

The specific purpose for which this not-for-profit corporation is organized is exclusively religious, charitable, scientific, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and, in furtherance of these purposes, the corporation may:

(a) Encourage the making of gifts, good deeds and other donations for the assistance, advancement and strengthening of music education in our community through excellence in teaching and learning, scholarship, service, engagement and enthusiasm. This foundation shall primarily support and assist Grow Your Gift Conservatory of Music in its community development and educational activities.

(b) Encourage, solicit, receive and administer gifts, bequests, donations and good deeds, by deed, will or otherwise, for the advancement of corporate purposes.

(c) Take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects.

(d) Acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest in real property as may be deemed in the interest of the corporation.

(e) Acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer or in any manner dispose of personal property of any class or description whatsoever to retain any property, investments or securities; to invest any and all funds coming into the hands of the corporation in such property, investments or securities as the directors of the corporation in their discretion may deem advisable, whether or not the same may be currently producing income and whether or not the same are, or may be authorized or deemed property for investment of trust funds under the Constitution or laws of the State of Florida or of the United States; to convert real property owned by the corporation into personal

property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association and with respect to the same to concur in any plan, scheme or trust or association and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution of the lease or other disposition of the properties of any such corporation trust or association, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

Borrow money to be used by it in payment of property bought by it, or for erecting buildings, making improvements and for other purposes germane to the projects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(f) Do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not for profit under the laws of the State of Florida.

(g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any private shareholder, member, director, or officer, or be applied to the activities and carrying on propaganda or attempting to influence legislation; and no part of the assets or the net earnings of the corporation shall at any time be applied to any purposes other than charitable, scientific, or educational.

(h) The foregoing clauses shall be construed equally as objects, purposes, and powers and the foregoing enumeration of specific objects, purposes and powers are not construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

ARTICLE IV – NON-STOCK CORPORATION

This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V – MEMBERSHIP

Membership in the Corporation shall be established and regulated by the Bylaws of the Corporation.

ARTICLE VI – INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 105B Lewis St, Fort Walton Beach, Florida 32547, and the initial registered agent of the Corporation at that address is Marlayna Goosby.

ARTICLE VII – INITIAL BOARD OF DIRECTORS OR OFFICERS

The Corporation shall have six (6) officers initially. The number of officers may be either increased or diminished from time to time as set forth in the Bylaws but shall never be less than six (6). The officers shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the Bylaws. The names and addresses of the initial officers of the Corporation are:

Chairman

Charles E. Steadman, Jr.
4667 Chanteuse Parkway
Crestview, FL 32539

Vice Chairman

James E. Harvey
1192 Lariat Court
Fort Walton Beach, FL 32547

Secretary

Jackie Hubbell
707 Rosemont Street
Fort Walton Beach, FL 32547

Treasurer

Clayton McAllister
121 Gail La Rue
Fort Walton Beach, FL 32547

Marketing Director

Latoya Hart
158 Pine Lake Dr
Santa Rosa Beach, FL 32459

Executive Director

Marlayna J. Goosby
422 Verb Street
Fort Walton Beach, FL 32547

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles is as follows: Marlayna Goosby, 105B Lewis St, Fort Walton Beach, Florida 32547.

ARTICLE IX – BYLAWS

The Board of Directors of this Corporation shall provide Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE X – POWERS

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profits, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE XI – AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation. at any regular or special meeting called for that purpose.

ARTICLE XII – CHARITABLE RESTRICTIONS AND LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to its members, directors, 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 Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

(i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,

(ii) any corporation, contributions to which are deductible under Section 179(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,

(iii) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

ARTICLE XIV – NON-DISCRIMINATION

This Corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19 day of January, 2022, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

Jacqueline D. Hubbell
Print Name: Jacqueline S. Hubbell

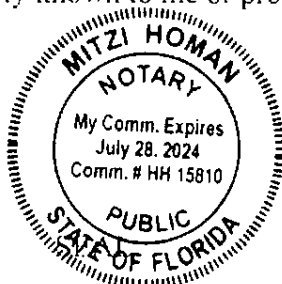
D. Hubbell
Print Name: David Hubbell

INCORPORATOR:

Marlayna J. Goosby
Marlayna J. Goosby

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Articles of Incorporation of The Full Circle Foundation, Inc. were acknowledged before me this 19 day of January, 2022, by Marlayna J. Goosby, who is personally known to me or provided FL Driver License as identification.



[Signature]
NOTARY PUBLIC
My Commission expires: 7/28/2024

- ☐ 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 Jan 24 2027

Signature Marlayna Goosby
(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)

Marlayna Goosby

(Typed or printed name of person signing)

Executive Director

(Title of person signing)