

N210000009870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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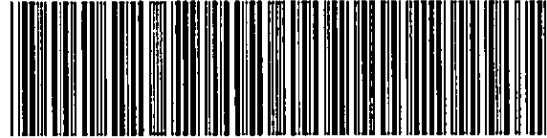
(Business Entity Name)

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2021 AUG 23 AM 8:52

FILED

Amended  
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OCT 02 2021  
ALBRITTON

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ROBOTICS TECHNICAL EDUCATION FOUNDATION, INC.

DOCUMENT NUMBER: N21000009870

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

Please return all correspondence concerning this matter to the following:

KEITH W KOEHLER CPA  
(Name of Contact Person)

KOEHLER FARRY & COMPANY CPA PA  
(Firm/ Company)

401 N HOWARD AVENUE  
(Address)

TAMPA, FL 33606  
(City/ State and Zip Code)

KEITH@KFCCPA.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KEITH W KOEHLER at 813 250-1200  
(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
ROBOTICS TECHNICAL EDUCATION FOUNDATION, INC.  
  
A FLORIDA NON-PROFIT CORPORATION

2021 AUG 23 AM 8:52

We the undersigned hereby associate ourselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit.

**ARTICLE I**  
**CORPORATION NAME**

The name of this Corporation shall be ROBOTICS TECHNICAL EDUCATION FOUNDATION, INC.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

Physical Address:  
401 N Howard Avenue  
Tampa, FL 33606

Mailing Address:  
PO Box 1207  
Oldsmar, FL 34677

**ARTICLE III**  
**PURPOSES, RIGHTS, AND POWERS**

1. The general nature and purpose of Robotics Technical Education Foundation, Inc., herein referred to as "RTEF", is to raise funds to promote the awareness of STEM and further support the education, skills, knowledge, sportsmanship, and teamwork of students within our community who are involved with *FIRST*® Robotics, specifically *FIRST*® Team 79 Krunch, their programs, activities, affiliates, and Interact Club of Krunch Robotics.
2. RTEF is organized and shall be operated as a corporation not for profit, exclusively for charitable, literary, and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).
3. No substantial part of the activities of RTEF shall be the carrying on of propaganda or otherwise attempting to influence legislation, and RTEF shall be empowered to make the election authorized under Code Section 501(h). RTEF shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of, or in opposition to, any candidate for public office.
4. Notwithstanding any other provision of these articles, RTEF shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

upon its dissolution by a court of competent jurisdiction, then such assets shall be distributed by said court to another organization that is exempt under Section 501(c)(3) of the Internal Revenue Code and solely for use in a manner as in the judgement of said court will best accomplish the charitable exempt purposes for which RTEF was organized and for which RTEF's assets are hereby dedicated.

#### **ARTICLE VI**

##### **APPOINTMENT & ELECTION OF BOARD OF DIRECTORS/OFFICERS/OFFICERS**

1. The Board of Directors/Officers of RTEF shall consist of a President, Secretary, Treasurer, and two Directors. The initial Board of Directors/Officers shall serve in their current positions until they choose to retire or are removed from RTEF by the remaining Board of Directors/Officers, whenever in its judgment that RTEF will benefit from such actions.
2. Candidates for vacant board positions are required to submit a letter of intent along with their resume or curriculum vitae. In addition, they must be in good-standing, have no criminal background, able to perform all duties required for the position, and available for all board meetings to be considered for nomination. A majority vote of present Board of Directors/Officers is required to elect the final candidate to fill the vacant position.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS/OFFICERS/OFFICERS**

Bonnie Bayon, President  
401 N Howard Avenue  
Tampa, FL 33606

Ellen Cobaich, Secretary  
401 N Howard Avenue  
Tampa, FL 33606

Deborah Schroeder, Treasurer  
401 N Howard Avenue  
Tampa, FL 33606

Greg Raphan, Director  
401 N Howard Avenue  
Tampa, FL 33606

Robert Cobaich, Director  
401 N Howard Avenue  
Tampa, FL 33606

#### **ARTICLE VIII**

##### **AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of the majority of the Board of Directors/Officers at any meeting of the Board of Directors/Officers or by the written consent thereto by the majority of the Board of Directors/Officers.

#### **ARTICLE IX**

##### **BYLAWS**

The Bylaws of this RTEF shall be adopted at the first meeting of the Board of Directors/Officers by the affirmative vote of the majority of the Board of Directors/Officers. The Bylaws may be amended or repealed by affirmative vote by the majority of the Board of Directors/Officers at a meeting of the Board of Directors/Officers, or by the written consent thereto by the majority of the Board of Directors/Officers.

5. Solely for the above purposes, RTEF is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

#### **ARTICLE IV**

#### **LIMITATIONS**

1. No part of the net earnings of RTEF shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that RTEF 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. No substantial part of the activities of RTEF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and RTEF shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, RTEF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding section of any future federal tax code.
2. RTEF will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.
3. RTEF will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.
4. RTEF will not retain any excess business holdings as defined in code Section 4943(c), or the corresponding section of any future federal tax code.
5. RTEF will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.
6. RTEF will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

#### **ARTICLE V**

#### **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of RTEF, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net income or assets of RTEF shall inure to the benefit of any director, officer, member, or other private person, and upon the dissolution or winding up of RTEF, its assets remaining after payment of, or the provision of payment of all debts of RTEF, shall be distributed to one or more exempt charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors/Officers shall determine. Further, in the event the assets of RTEF should be distributed

**ARTICLE X**  
**INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

**ARTICLE XI**  
**INDEMNIFICATION**

All members of the Board of Directors/Officers, (directors, former directors, officers, and former officers) shall be indemnified by RTEF against all expenses and liabilities including attorney's fees reasonably incurred in connection with any proceeding, appellate proceeding, or settlement thereof in which they may become involved by reason of holding such office. RTEF may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent is:

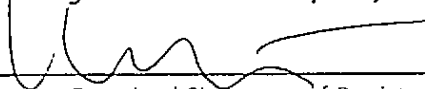
Keith W Koehler, CPA  
401 N Howard Avenue  
Tampa, FL 33606

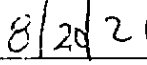
**ARTICLE XIII**  
**INCORPORATOR**

The name and address of the Incorporator is:

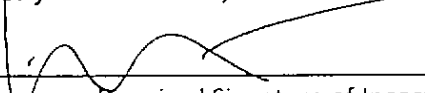
Keith W Koehler, CPA  
401 N Howard Avenue  
Tampa, FL 33606

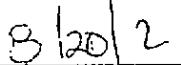
*Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Required Signature of Registered Agent

  
\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required Signature of Incorporator

  
\_\_\_\_\_  
Date

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 8/20/21

Signature [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)

KEITH WILSON  
(Typed or printed name of person signing)

INCORPORATOR  
(Title of person signing)