

N22000014083

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S. CHATHAM
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2023 FEB 24 AM 11:01
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COVER LETTER

TO: Amendment Section
Division of Corporations

COMMUNITY OF BEONAIR PROFESSIONALS INC.

NAME OF CORPORATION: _____

N22000014083

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

STACEY A. DETTWILLER, ESQ.

(Name of Contact Person)

ROETZEL & ANDRESS, LPA

(Firm/ Company)

41 S HIGH ST 21ST FLOOR

(Address)

COLUMBUS, OH 43215

(City/ State and Zip Code)

SDETTWILLER@RALAW.COM

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

For further information concerning this matter, please call:

STACEY A. DETTWILLER, ESQ.

614

463-9770

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 32310

Articles of Amendment
to
Articles of Incorporation
of

COMMUNITY OF BEONAIR PROFESSIONALS INC.

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

N22000014083

(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:

NOT APPLICABLE

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**)*

NOT APPLICABLE

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

NOT APPLICABLE

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:

NOT APPLICABLE

NOT APPLICABLE

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

Thereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

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S.C.

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 checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> 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	_____	_____	_____ _____ _____

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

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

SEE ATTACHED.

2024 FEB 24 AM 11:01
SIGNED
SECRETARY

2013 FEB 24 AM 11:01
STG: 11:01

☐ 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 Feb 16, 2023

Signature 
Vanessa Norton (Feb 16, 2023 13:39 CST)

(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)

VANESSA HERNANDEZ

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

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S.D. N.Y.

EXHIBIT A
ARTICLES OF INCORPORATION
OF
COMMUNITY OF BEONAIR PROFESSIONALS INC.

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SFP

ARTICLE III:

(A) Purpose. The Corporation is organized exclusively for charitable, religious, educational, scientific or other purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future statute of like tenor or effect), as well as the qualification of the Corporation for such status and purposes.

The specific purpose for which the Corporation is formed is to provide educational scholarships for economically challenged individuals.

Except as otherwise expressly provided in these Articles or the Code of Regulations of the Corporation, the Corporation (and its members, directors and officers) shall have all the powers, protections and authority conferred upon nonprofit corporations under the Florida Statutes or any corresponding future legislation.

(B) Private Inurement, Distributions and Self-Dealing. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under 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 Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any other provisions of this instrument notwithstanding, the directors shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any other provisions of this instrument notwithstanding, the directors will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or make any investments in such manner as to incur tax liability under Section 4944 of the Internal

Revenue Code, or the corresponding section of any future federal tax code; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) Indemnification. (1) The Corporation shall indemnify or agree to indemnify any member, director or person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee, or agent of or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another Corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, 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 he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify or agree to indemnify any member, director or person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another Corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper, and except that no indemnification shall be made with respect to any action or suit in which liability is asserted against a director and that liability is asserted only pursuant to Section 617.0834 of the Florida Statutes or future statute of like tenor.

(3) To the extent that a director, trustee, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections (C)(1) and (2), or in defense of any claim, issue, or matter therein, he shall be

indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under sections (C)(1) and (2), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in sections (C)(1) and (2). Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the indemnifying Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified within the past five years, or (c) by the members, or (d) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested directors under section 4(a) or by independent legal counsel under section 4(b) shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under section (C)(2), and within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

(5) Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in sections (C)(1) and (2) may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the directors in the specific case upon receipt of a written undertaking by or on behalf of the director, trustee, officer, employee, agent or volunteer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

(6) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles or the Code of Regulations or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(7) The Corporation may (but is not required to) purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another Corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this section.

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(8) As used herein, references to "the Corporation" include all constituent Corporations in a consolidation or merger and the new or surviving Corporation, so that any person who is or was a trustee, director, officer, employee, agent or volunteer of such a constituent Corporation, or is or was serving at the request of such constituent Corporation as a director, trustee, officer, employee, agent or volunteer of another Corporation (including a subsidiary of this Corporation), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise shall stand in the same position under this article with respect to the new or surviving Corporation as he would if he had served the new or surviving Corporation in the same capacity.

(D) Dissolution. Upon the dissolution of the Corporation, assets shall be distributed as determined by the Corporation to (1) one or more organizations qualified as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and/or (2) the federal government or a state or local government, or political subdivision thereof, for public purposes. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located exclusively for such purpose, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

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JULIA A. STONE