

# N38335

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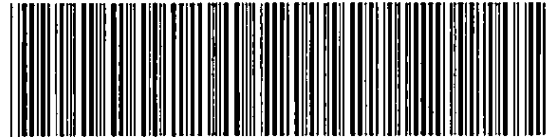
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U.S. DEPARTMENT OF JUSTICE

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2023 MAR -6 AM 8:19  
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- 2 2023

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Florida After School Alliance, Inc.

DOCUMENT NUMBER: N38335

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

Please return all correspondence concerning this matter to the following:

Liliana Murphy

(Name of Contact Person)

Florida After School, Inc.

(Firm/ Company)

1211 Governors Square Blvd.

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

info@flafterschool.com

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

For further information concerning this matter, please call:

Debi Embry

321

543-6417

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 checked="" 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

OF

FLORIDA AFTER SCHOOL ALLIANCE, INC.

FILED  
2023 MAR -6 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE, FL

These Amended and Restated Articles of Incorporation of the Corporation are adopted and filed pursuant to the provision of Section 617.1002 and 617.1007, *Florida Statutes*, as amended. The Corporation's Document Number is N38335. The Corporation's Articles of Incorporation were originally filed with the Florida Secretary of State on May 24, 1990, and previously amended on July 29, 1999 and November 29, 2004.

All amendments contained in these Amended and Restated Articles of Incorporation were duly adopted by the membership of the Corporation at a meeting held on January 20, 2023, in accordance with Section 617.1002, *Florida Statutes*. The number of votes cast for the amendment was sufficient for approval. Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, previously amended.

We, the undersigned citizens of the United States, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and do hereby certify that:

**ARTICLE I**

The name of the corporation shall be: **Florida After School, Inc.**

The principal location of Florida After School, Inc., where business records of the corporation shall be kept, will be with the current Registered Agent of the Corporation in the State of Florida.

**ARTICLE II**

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence with filing with the Secretary of State.

**ARTICLE III**

The purpose for which the corporation is organized are to operate exclusively for educational and professional purposes as described in Section 501(c)(3) of the Internal Revenue Code, as amended or any other corresponding provision of any future federal tax code; specifically,

- To support the development, expansion and improvement of after school programs.
- To develop a statewide communications network of after school providers.
- To promote professional development through the provision of training opportunities for providers of afterschool programs.

In addition, the Corporation may receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether real, personal or mixed property, from any and every source, public as well as private, and particularly from any person, or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this Corporation. The Corporation may exercise any and all corporate powers any may engage in any and all activities permitted by the laws of Florida in the United States for not for profit corporations. However, this Corporation shall not, as a substantial part of its activities, carry out propaganda, or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV**

General Membership will be open to all individuals, groups, and agencies committed to the mission and vision of Florida After School, Inc.

#### **ARTICLE V**

The management of the corporation shall be vested in the Board of Directors consisting of not less than seven (7) and no more than fifteen (15) Directors (excluding Executive Director and Emeritus Director(s)). A quorum shall be defined as a simple majority of all members of the Board of Directors, including at least two (2) officers. Meetings shall be chaired by the senior officer present.

The Executive Committee will be composed of five (5) officers: Chair, Vice Chair, Secretary, Treasurer and Fiscal Sponsor.

The Executive Director may serve as a non-voting member of the Board of Directors upon appointment and approval by a two-thirds (2/3) vote of all voting members of the Board of Directors.

#### **ARTICLE VI**

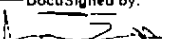
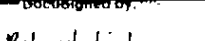
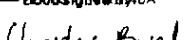
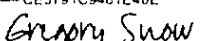
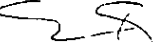
This corporation is organized under a non-stock basis. All net earnings, if any, received from the conduct of the organization are to be used for the educational purposes and lawful incidental activities set forth in Article III. No part of net earnings of the corporation shall inure to the benefit of or be distributable to its directors or officers, or to the benefit of any private individual. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170, 2055, 2522 of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE VII**

The articles of Incorporation of the corporation will be made, altered, amended or rescinded by two-thirds (2/3) vote of all voting members of the Board of Directors.

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of him/her being or having been a director or officer, if he/she is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply when the Board of Directors has approved such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

The above amended articles are true and complete and were approved by the membership of the Corporation on January 20, 2023. This is pursuant to the provision for amendment, as provided in the original Articles of Incorporation. In witness hereof, the officers have signed their names.

DocuSigned by:  57C5D328E05F43E	John Trombetta, Chair,	Date: 2/24/2023
DocuSigned by:  000631080F814DA	Robert Liebman, Vice Chair,	Date: 2/23/2023
DocuSigned by:  CE5791C9481E40E	Charles E. Byrd, Secretary,	Date: 2/23/2023
DocuSigned by:  061664240F5745D	Gregory Snow, Treasurer,	Date: 2/23/2023
DocuSigned by:  6787D328947F43D	Erin Smeltzer, Fiscal Sponsor,	Date: 2/24/2023