

N40220

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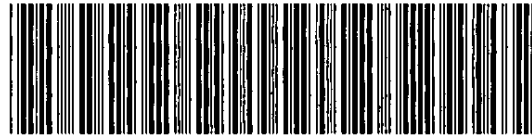
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Community Rainbows, Inc.

**DOCUMENT NUMBER:** N40220

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

Please return all correspondence concerning this matter to the following:

Shane Denmark

(Name of Contact Person)

MERGE Jacksonville, Inc.

(Firm/ Company)

PO BOX 442017

(Address)

Jacksonville, Florida 32222

(City/ State and Zip Code)

For further information concerning this matter, please call:

Shane Denmark

(Name of Contact Person)

at ( 888 ) 411-6482 x701

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

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(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

(Document number of corporation (if known))

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**MERGE Jacksonville, Inc.**

**AMENDMENTS ADOPTED-** (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

**Please see attached.**

(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: 06/03/2008

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file 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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Shane Denmark

(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.)

Shane Denmark

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

**FILING FEE: \$35**

## **ARTICLES OF AMENDMENT:**

### **Community Rainbows, Inc. (A Florida Not for Profit Corporation)**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

## **MANNER OF ADOPTION:**

The amendment(s) have been adopted by the members and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on Tuesday, June 3, 2008. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

## **THE AMENDMENTS**

The Articles of Incorporation of the Community Rainbows, Inc. are hereby amended as follows:

### **Article I Name**

The name of this Organization shall be MERGE Jacksonville, Inc.; also abbreviated as MERGE Jax, Inc.

### **Article II Purpose**

The purposes for which this corporation is formed are exclusively charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The specific purpose of the organization consists of the following:

- A. To cultivate a community of equal opportunity and understanding for all people, regardless of race, religion, ethnicity, sexual orientation or gender expression;
- B. To engage in educational activities and services which enhance mental and physical health;
- C. To promote unity, visibility and self-esteem through social support programs including cultural arts, community activities and services;
- D. To encourage and promote the growth of business and organization's that support the purpose of MERGE Jacksonville, Inc;

- E. To work cooperatively with other organizations and individuals in order to accelerate our mission;
- F. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies;
- G. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization 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 III 501(c) (3) Powers**

The corporation shall have the general power to do all lawful acts, as conferred upon corporation's not-for-profit by Section 617.021 Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purpose, which are necessary and desirable to carry out the purposes and responsibility of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- A. The corporation shall have no power to do any act inconsistent with the provision of Section 501(C)3 and Section 170(C)2 of the Code;
- B. No part of the income, profits or assets of the corporation shall inure to the benefit of, or be distributed to, directly or indirectly, any private individual, director, or officer; provided however, that the corporation shall have the right in its discretion to provide for any pay person rendering special service; such compensation shall be appropriate to the value of such services and no one shall be disqualified to receive such compensation by reason of the fact that he or she is a member, officer or director of the corporation or an employee or agent thereof;
- C. 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.

### **ARTICLE IV DURATION**

This corporation shall exist perpetually.

### **ARTICLE V MEMBERS AND MEMBER ORGANIZATIONS**

The qualification for members of the corporation and the manner in which members of the corporation shall be admitted shall be provided in the By-laws.

#### **ARTICLE VI BOARD OF DIRECTORS**

- A. All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of the Board of Directors.
- B. The qualification for Board of Directors of the corporation and the manner in which Board of Directors of the corporation shall be admitted shall be provided in the By-laws.
- C. The Board of Directors of the corporation shall be President, Vice President, Secretary and Treasurer.

#### **ARTICLE VII OFFICERS/CHAIRPERSONS**

The qualification for Officers/Chairpersons of the corporation and the manner in which Officers/Chairpersons of the corporation shall be admitted shall be provided in the By-laws.

#### **ARTICLE VIII BY-LAWS**

- A. The By-laws provide for the conduct of the business of the corporation and the carrying out of its purposes, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities Of the Board of Directors; provided, however, that such By-laws shall no conflict with any of the provisions of these Articles of Incorporation,
- B. The By-laws may be amended by a majority vote of the Board of Directors.
- C. Proper notice shall be defined by the By-laws of the corporation.

#### **ARTICLE IX AMENDMENTS**

Upon proper-notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

#### **ARTICLE X CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends of profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed as determined by the Board of Directors in the manner to best accomplish the purposes of the organization as described in Article II, provided that such distributions shall be made:

- A. For one or more exempt purposes under Section 501(c)(3) of the Code; or
- B. To the federal government or a state or local government, for public purposes consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- C. Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the purposes of the corporation as set forth in Article II herein.

**Article XI**  
**501(c) (3) Limitations**

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
  - 1. The Corporation 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 section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The Corporation 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.
3. The Corporation will not 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.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE XII INDEMNIFICATION**

The Corporation shall indemnify directors, employees and agents to the full extent permitted by the Florida Non-For-Profit Corporation Act. Provided, however, that no such director, employee or agent has violated the established code of ethics. Or would violate the purposes of the Corporation as specified in Article I or would be inconsistent with the provisions of Section 501(c) (3) and Section 170 (c) (2) of the Code.

**MERGE Jacksonville, Inc.**

By: Shane Denmark  
President

Date: 06/04/2008

M. Shane Denmark  
Legibly Print Name