

N47667

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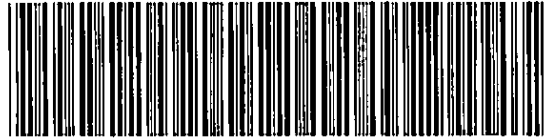
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sea Gate Elementary School Parent-Teacher Organization, Inc.

DOCUMENT NUMBER: N47667

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

Please return all correspondence concerning this matter to the following:

Kelly Minarich

(Name of Contact Person)

(Firm/ Company)

650 Sea Gate Dr.

(Address)

Naples, FL 34103

(City/ State and Zip Code)

Kminarich@icloud.com

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

For further information concerning this matter, please call:

Kelly Minarich

(Name of Contact Person)

at 239 - 404 - 5806

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Sea Gate Elementary School Parent-Teacher Organization
(Name of Corporation as currently filed with the Florida Dept. of State) Inc

(Document Number of Corporation (if known))

A. If amending name, enter the new name of the corporation:

Page 1 of 4

**Amended and Restated
Articles of Incorporation
of
Sea Gate Elementary School
Parent-Teacher Organization, Inc.**

The name of the not-for-profit corporation is Sea Gate Elementary School Parent-Teacher Organization, Inc. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on February 27, 1992 and assigned document number N47667. These Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") contain amendments and restatements to the Original Articles and do not require member approval. A majority of the Board of Trustees of the Corporation adopted and approved these Amended and Restated Articles on April 12, 2018.

These Amended and Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Original Articles shall be superseded and these Amended and Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby restates and integrates and also further amends its Original Articles as follows:

- Article I The name of the corporation is Sea Gate Elementary School Parent-Teacher Organization, Inc.
- Article II The principal place of business and mailing address of this corporation is: 650 Sea Gate Drive, Naples, Collier County, Florida 34103.
- Article III The purposes for which this Corporation is formed are:
- a. The Corporation is organized for exclusively religious, charitable, educational and scientific purposes 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, including, for such purposes, the making of distributions to organizations that qualify as exempt under said Section 501(c)(3) of the Internal Revenue Code of 1986.
 - b. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Law.
 - c. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in

(including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

- Article IV The board of directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.
- Article VI The address of the initial registered office of the Corporation is:
650 Sea Gate Drive
Naples, FL 34103
and the Corporation's registered agent at such address shall be Kelly Minarich.
- Article VII The Corporation will have members.
- Article VIII No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation; and upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of the residual assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 10th day of April, 2018.

SEA GATE ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION, INC.

By: _____

Kelly Minarich
Kelly Minarich, President

CERTIFICATE OF RESTATEMENT

The Articles of Incorporation for the Sea Gate Elementary School Parent-Teacher Organization, Inc. (the "Corporation") were originally filed on February 27, 1992 and assigned document number N47667. Pursuant to Sections 617.1007 of the Florida Not For Profit Corporation Act, the Corporation's Articles of Incorporation were amended and restated by a majority of the Corporation's board of directors on April 10, 2018, and a copy of the Amended and Restated Articles of Incorporation for the Sea Gate Elementary School Parent-Teacher Organization, Inc. (the "Amended and Restated Articles") is attached as Exhibit A.

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned certifies as follows:

1. That the Amended and Restated Articles do not contain an amendment that requires member approval.
2. The Board of Directors of the Corporation duly adopted the Amended and Restated Articles at a regularly scheduled meeting on April 10, 2018.
3. That the Amended and Restated Articles supersede the original Articles of Incorporation for the Corporation and all prior amendments thereto.

IN WITNESS WHEREOF, the undersigned has signed the Certificate of Restatement as of this 10 day of April, 2018.

SEA GATE ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION, INC.

By: Kelly Minarich
Kelly Minarich, President

The date of each amendment(s) adoption: 4/10/2018, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 4/10/2018

Signature Kelly Minarich
(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)

Kelly Minarich
(Typed or printed name of person signing)

President
(Title of person signing)