

19500004417

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

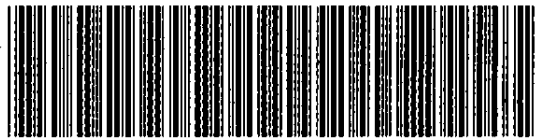
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05/10/10-01071-010 **52.50

Amend
SJ



2010 MAY 26 AM 11:01

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pinellas Council on Adoptable Children, Inc.

DOCUMENT NUMBER: N95000004417

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

Please return all correspondence concerning this matter to the following:

Christa Williams Bruning

(Name of Contact Person)

Pinellas Council on Adoptable Children, Inc.

(Firm/ Company)

4651 - 21st Avenue South

(Address)

Saint Petersburg, FL 33711

(City/ State and Zip Code)

cbruningc@yahoo.com

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

For further information concerning this matter, please call:

Christa Williams Bruning

(Name of Contact Person)

at (727) 776-1084

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2010

CHRISTAS WILLIAMS BURNING
PINELLAS COUNCIL ON ADOPTABLE CHILDREN
4651 21ST AVENUE SOUTH
ST. PETERSBURG, FL 33711

SUBJECT: PINELLAS COUNCIL ON ADOPTABLE CHILDREN, INC.
Ref. Number: N95000004417

We have received your document for PINELLAS COUNCIL ON ADOPTABLE CHILDREN, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 110A00012325

RECEIVED
2010 MAY 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Pinellas Council on Adoptable Children, Inc.

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

N95000004417

(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:

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**)

Christa Williams Bruning

4651 - 21st Avenue South

St. Petersburg, FL 33711

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

P.O. Box 530791

St. Petersburg, FL 33747

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:

Christa Williams Bruning

4651 - 21st Avenue South

New Registered Office Address:

(Florida street address)

St. Petersburg

(City)

Florida 33711

(Zip Code)

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

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

Signature of New Registered Agent, if changing

FILED
2010 MAY 26 AM 11:07
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
PINELLAS COUNTY, FLORIDA

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Christa Williams Bruning	4651 - 21st Avenue South St. Petersburg, FL 33711	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Vice President	Keisha Bell	6379 - 19th Street South St. Petersburg, FL 33712	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Secretary	Michelle Pearson	2968 - 61st Avenue South St. Petersburg, FL 33712	<input checked="" 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 Amended Articles of Incorporation

**AMENDED ARTICLES OF INCORPORATION
OF
PINELLAS COUNCIL ON ADOPTABLE CHILDREN, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, by these Articles of Incorporation, hereinafter referred to as the "Articles", associate themselves for the purpose of forming a corporation not for profit under charter 617 of the Florida Statutes.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any further federal tax code.

**ARTICLE I
NAME**

The name of the corporation shall be the Pinellas Council on Adoptable Children, Inc.

**ARTICLE II
PRINCIPAL OFFICE OF CORPORATION AND MAILING ADDRESS**

The principal office address of Pinellas Council on Adoptable Children, Inc. will be 4651 - 21st Avenue South, St. Petersburg, FL 33711 and mailing address will be P.O. Box 530791 St. Petersburg, FL 33747

**ARTICLE III
PURPOSE**

The general nature and purpose of this corporation is to provide Advocacy, Consultation, Training, Information and Referral, adoptive parent support groups and instruction to anyone seeking to adopt a child, with "Special Needs" and to provide a continuing source of support to adoptive families in Pinellas County, Florida.

**ARTICLE IV
POWER**

The power of the Pinellas Council on Adoptable Children, Inc., shall include and be governed by the following provisions:

Section I. The Pinellas Council on Adoptable Children, Inc., shall have all of the common law and statutory powers of a corporation not for profit in conflict with the terms of these Articles.

SECTION II. The Pinellas Council on Adoptable Children, Inc., shall have all of the powers and duties reasonable necessary to operate the Pinellas Council on Adoptable Children, Inc., pursuant to its By-Laws as such may be amended from time to time including, but not limited to the following;

- A. This corporation shall; from time to time, purchase or acquire property or equipment, and it shall have power, from time to time, to make such contracts and to do such things and shall be authorized and directed by the Board of Directors of said Pinellas Council on Adoptable Children, Inc., in the State of Florida.
- B. To enforce by legal means the provisions of these Articles, the By-Laws of the regulations adopted by the Pinellas Council on Adoptable Children, Inc.

ARTICLE V MEMBERSHIP TO BOARD of DIRECTORS

- (A) Board Members or recruitment on an as need basis and voted upon by the standing board.
- (B) **REGULAR MEMBERSHIP** of the Parent Support Group will comprise of Adoptive parents, foster parents, applicants for adoption; foster parents; kinship Care or any interested citizens.

ARTICLE VI Political Affiliations

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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of the purposes of this corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII CANCELLATION OF MEMBERSHIP To The BOARD OF DIRECTORS

There will be cancellation of membership by a majority vote, when violations occur.

ARTICLE VIII BOARD OF DIRECTORS

The Makeup of the Board of Directors. This corporation shall have 7 directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three (3) or greater than seven (7). The names and addresses of the Board of Directors of this corporation are:

Christa Bruning President	-	4651 - 21 st Avenue South St. Petersburg, FL 33711
Keisha Bell Vice President	-	6379 - 19 th Street South St. Petersburg, FL 33712
Michelle Pearson Secretary/Treasurer	-	2968 - 61 st Avenue South St. Petersburg, FL 33712
Reverend Brian K. Brown Member		1301 - 37 th Street South St. Petersburg, FL 33711
Reverend Wayne G. Thompson Member		3144 - 3 rd Avenue South St. Petersburg, FL 33712
Theresa Williams Member		3861 - 8 th Street South St. Petersburg, FL 33711
Joyce Robinson Member		5899 - 7 th Street South St. Petersburg, FL 33705

ARTICELE IX OFFICERS

The affairs of the Pinellas Council on Adoptable Children, Inc., shall be administrated by a President, Vice

President, Secretary/ Treasurer and at the times and in the manner prescribed in the Bylaws. The names and addresses of the officers who shall serve until their successors are designated are as followed:

Christa Bruning President	-	4651 – 21 st Avenue South St. Petersburg, FL 33711
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Keisha Bell Vice President	-	6379 – 19 th Street South St. Petersburg, FL 33712
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Michelle Pearson Secretary/Treasurer	-	2968 – 61 st Avenue South St. Petersburg, FL 33712
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Decisions of the officers relative to the Pinellas Council on Adoptable Children, Inc., shall be final when approved by a majority of the board present at a regularly scheduled board of directors' meeting.

Any Board Member who is absent or without proper cause and notification to the President or Secretary for two or more consecutive meetings and evidences a great disregard of responsibility, may be removed from office by a majority vote.

**ARTICLE X
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida

The name of the corporation is: Pinellas Council on Adoptable Children, Inc.

The name and address of the registered agent and office is:

Christa Bruning
4651 - 21st Avenue South,
St. Petersburg,, Fl 33711

Having been named as the registered agent and to accept Service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I hereby am familiar with and accept the duties and Responsibilities as registered agent for said corporation.

Agency Accepted:

By: Christa Bruning
Signature

4/5/10
Date

ARTICLE XI ELECTIONS

A. The elections of officers shall be held every two years on or before May 1st. The Board of Directors shall be elected or appointed by the body of the board members.

ARTICLE XII MEETINGS

B. Regular board meeting shall be held, preferably but not irrevocable, on the first Monday of each month annually. The Fiscal year will be January 1, through December 31 of a given calendar year.

ARTICLE XIII ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the Board of the Pinellas Council on Adoptable Children, Inc., may be taken without a meeting if a consent in writing is signed by the board members that would be required to vote at a board meeting to adopt such action and is filed with the minutes of the Pinellas Council on Adoptable Children, Inc. Notice requirements applicable to meetings shall not apply to action taken without a meeting.

ARTICLE XIV PARLIAMENTARY PROCEDURES

The procedures for all board meetings shall be in accordance with "Roberts Rules of Order".

ARTICLE XV INDEMINIFICATION

The Pinellas Council on Adoptable Children, Inc., shall and does hereby, indemnify any officer, or any former officer, to the full extent provided by law.

ARTICLE XVI BY - LAWS

The By-Laws shall be adopted by the officers and may be amended by resolution adopted by a majority of the

Board of Directors, or as otherwise provided in the By-Laws.

ARTICLE XVII AMENDMENTS

Provided the officers have previously reviewed and Approved an amendment and the membership has been notified

Two weeks in advance, this constitution may be amended at any Regular Board Meeting with a majority of the Board in attendance.

ARTICLE XVIII INCORPORATORS

The names of the incorporation for these Articles of incorporation are:

Denia Weaver

Hazel Miles

Minnie Starks

Stephen Williams

The date of each amendment(s) adoption: 03/24/2010
(date of adoption is required)

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(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 5/3/2010

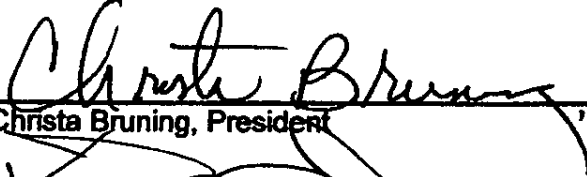
Signature Christa Williams Bruning
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christa Williams Bruning
(Typed or printed name of person signing)

President
(Title of person signing)

The undersigned Board Members have amended and have executed these Articles of Incorporation this 5 day of May, 2010.

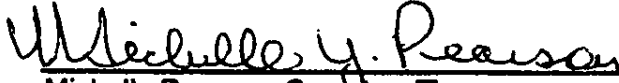
Signatures of Board Officers:



Christa Bruning, President



Keisha Bell, Vice President



Michelle Pearson, Secretary/Treasurer