

N970000002312

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/cc

JUL 06 2018
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PARTNERS FOR YOUTH FOUNDATION, INC.

DOCUMENT NUMBER: N97000002312

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

Please return all correspondence concerning this matter to the following:

CHINTON DACOSTA

(Name of Contact Person)

N/A

(Firm/ Company)

20423 STATE RD. 7, STE: F6-314

(Address)

BOCA RATON, FL 33498

(City/ State and Zip Code)

CDACOSTA@ATT.NET

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

For further information concerning this matter, please call:

CHINTON DACOSTA

(Name of Contact Person)

at (954) 275-8309

(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 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 10, 2018

CLINTON DACOSTA
20423 STATE RD 7
STE. F6-314
BOCA RATON, FL 33498

SUBJECT: THE PARTNERS FOR YOUTH FOUNDATION, INC.
Ref. Number: N97000002312

We have received your document for THE PARTNERS FOR YOUTH FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 818A00009724

RECEIVED
18 JUL -2 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

THE PARTNERS FOR YOUTH FOUNDATION, INC.

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

N 97000002312

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

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SECRETARY OF STATE
TALLAHASSEE, 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)

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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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)

PLEASE REFER TO ATTACHED PAGES

To further the purposes set forth herein, the board of directors agree to be, and hereby are, organized under these Articles of Incorporation as a not for profit service and social board, for the Association to be named The Partners for Youth Foundation

ARTICLE I – THE ORGANIZATION

1.0 Name of Foundation

The name of this Foundation shall be: The Partners for Youth Foundation, Inc.

2.0 Offices of Foundation & Registered Agent of the Foundation

The principal office of the Foundation shall be 12260 SW 53rd Street, Suite 601B, Cooper City, FL 33330. The Foundation may have such other offices as may from time to time be designated by its directors or its Executive Board.

2.1 The name and address of the registered agent of the Foundation is

Clinton DaCosta, 20423 State Rd.7 #F6-314, Boca Raton, FL 33498.

3.0 Purposes

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

a) This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation law for charitable purposes. The purposes for which this Corporation is formed are exclusively charitable within the meaning of Section 501 (C) (3) of the Internal revenue code of 1986.

b) To solicit donations & grants for the benefit of enhancing and advancing the lives of young women & men locally and internationally through scholarships, training, education and the arts & sciences.

The activities of the Foundation shall be held and maintained in the spirit of these purposes.

4.0 Powers

The Foundation shall have all the powers necessary to provide activities to conduct its purposes including, but are not limited to, the power to collect, hold and disseminate information consistent with its purpose; to conduct seminars and workshops, and the power to collect dues

dues and donations and hold fundraisers, and disperse funds for worthy causes domestically and in the Caribbean.

5.0 Directors

The Corporation shall have a maximum of 7 directors (excluding the associate director) and a minimum of 3 directors

6.0 Dues, Assessments and Fees

The Foundation's activities shall be funded through the use of donations, assessments, grants, and funds raised by the individuals who take part in the Foundation's various fundraising activities. Except for any excess funds refunded as provided hereafter, all the funds collected by the Foundation shall be used by it to provide for the various activities permitted by these Articles.

Fees shall be charged by the Foundation to pay the costs of any of its activities, or parts thereof, which do not fall within the meaning of "normal operating costs". Said fees shall be established by the Executive Board at an amount per activity, or part thereof, which shall not exceed the amount which is reasonably estimated to be necessary to pay the costs of said activity, or part thereof, which do not fall within the meaning of "normal operating costs". Should the fees established and collected for any activity or part thereof, not be sufficient to pay all the costs which do not fall within the meaning of "normal operating costs" which are generated by said activity, or part thereof, the deficiency shall be paid as a "normal operating costs" of the Foundation. Should the fees collected from any activity, or part thereof, exceed the costs of such activity, or part thereof, which do not fall within the meaning of "normal operating costs", and should such excess exceed the greater of \$200 or 20% of said non "normal operating costs" incurred to provide said activity, or part thereof, said excess shall be refunded pro-rata to the individuals who paid the fees for such activity, or part thereof. The fees established for any activity, or part thereof, shall be the same for all individuals who take part in such activity, or part thereof.

7.0 Fiscal Year

The Foundation shall operate with a fiscal year of July 1st to June 30th.

8.0 Funds Management and Authorities

No individual director has the authority to obligate the Foundation in any way. In doing so that director becomes personally responsible for that obligation and not the Foundation.

Elected Officers may obligate the Foundation for up to \$500 on non-recurring expenses.

The President with the approval of the Treasurer may obligate the Foundation for up to \$1000 on non-recurring expenses. The President and Treasurer should monitor all increases in recurring expenses.

The Officers in simple majority may obligate the Foundation for up to \$2000 on non-recurring expenses.

The Full Board in simple majority must approve non-recurring expenditures in excess of \$2000.

New recurring expenses must be approved by simple majority of the board. Increases in existing recurring expenses do not require approval of the board.

These Articles describe the rules by which the Foundation is to be governed. Any situation concerning the governing of this Foundation which is not specifically described in these Articles shall be governed by it's By Laws. In any situation in which these Articles conflict with the By Laws, these Articles shall prevail.

ARTICLE II – THE EXECUTIVE BOARD

1.0 OFFICERS' DUTIES

The Executive Board is composed of the officers elected by the general directors at the annual general directors meeting. The officers are responsible for the daily operation of the Foundation as described in the officers' duties. The order listed below indicates the order of succession to the presidency.

The following describes the duties of each of the officers:

PRESIDENT – The office of President is the primary person responsible for the business operation of the Foundation and presides at the regular directors meetings and the Executive Board meetings.

VICE PRESIDENT – There shall be one Vice President. He / She will have one vote on the Executive Board. The Vice President is responsible for the performance of the President's duties in the absence of the President. The Vice President, along with the Executive Board, is responsible for the program planning for the general directors meetings. He / She shall schedule guest speakers for any special meeting and publish the planned topics and speakers' names in the minutes on the month prior to when the topic is scheduled. The Vice Presidents are also responsible for the coordination of obtaining audio-visual materials required by the speakers.

SECRETARY/TREASURER – **The Secretary** is responsible for maintaining the non-financial records of the Foundation's operations. The Secretary provides meeting notes of all general directors and Executive Board meetings. These notes/minutes will be recorded in a Secretary's book and will be available (posted in the minutes) for the board to review. The Secretary is also responsible for all non-financial correspondence for the Foundation business activities. The Secretary shall act as the Treasurers primary alternate to conduct the everyday business of collecting dues and signing up new directors. **The Treasurer** is responsible for all the funds of the Foundation. The Treasurer shall maintain a detailed listing of the boards financial records. The Treasurer shall publish an annual financial statement, report to the board and

publish a summary report in the Foundation's minutes. The Treasurer shall maintain a record which he or she shall make available for inspection within five calendar days of his or her receipt of a written request for such an inspection from any director or a written or verbal request for such an inspection from the Executive Board. The President or Vice-President may perform the duties of Treasurer as required. The Treasurer shall maintain the directorship records for the Foundation.

DIRECTORS AT LARGE -There shall be three directors at large whose duties shall be deemed by the President.

2.0 ELECTION OF OFFICERS

Nominations will be opened at the beginning of the Annual general meeting and must be chosen from sitting directors and confirmed by the close of the meeting. Officers will be installed at the following board meeting. Each officer shall serve for a term of one year from the date of his or her installation and until his or her successor is duly elected and qualified.

Officers must be directors in good standing at the time of their election and must maintain their good standing throughout their term of office.

The current officers are:

Noelle McMahon: President

Leo Gilling: Vice President/Secretary

Clinton DaCosta: Treasurer

2.1 Removal from Office

Any officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining directors of the Executive Board. The suspended officer may request a reinstatement vote by the general directorship, following the rules of elections of officers at the next general directorship meeting. If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Executive Board must then select a successor to fill the vacant position. The selection is subject to general directorship confirmation by a majority vote at the next regular meeting.

ARTICLE III – APPOINTMENTS

The President or Executive Board may select directors to serve special assignments of need. The appointments will be subject to approval by the general directorship.

ARTICLE IV – ADVISORY BOARD

The Advisory Board is composed of the appointed directors appointed by the president and approved by the Executive Board. The directors of the advisory board positions are not appointed for a specific duration and may be replaced at any time by the President with the Executive Boards approval. The appointees serve as technical advisors and subject matter experts to provide added expertise to the executive board and meet with the Executive Board at the Executive Board meeting. The position listed below serves only as a guide to the advisory board's positions and are not limited to those positions.

All prior Advisory board directors are deemed dissolved with this filing, and will be replaced at a later date by the Executive Board.

1.0 General Directorship Meetings

The entire directorship meets monthly at a minimum, but may meet more frequently as necessary. The meetings are conducted by the President or designated alternate. Meetings shall consist of programs of general interest to the directorship, brief announcements, and board business. A minimum of 5 directors must be present to conduct FORMAL board business.

2.0 Executive Board Meetings

The Executive Board shall be called by the President as needed or as designated for purposes indicated at the General Directorship Meeting by a majority vote of the directorship present. The Executive Board Meetings shall be open to the general directorship. Executive Board Meetings and location shall be announced in advance to the directorship whenever possible. A minimum of 5 voting directors (or designated representation) must be present to conduct board business.

ARTICLE VI – MINUTES

1.0 Purpose

The content of the minutes shall be under the control and responsibility of the Secretary and approved by the Executive Board. The board will only publish articles (information) which are clear and free of legal encumbrances and copyrights.

2.0 Publication

The minutes shall be published and made available at the General Directorship Meetings to directors in good standing. Anyone providing articles or notices is required to provide the information to the Secretary for publication at least 5 days before scheduled publication.

ARTICLE VII – REPRESENTATION OF THE BOARD

The use of the name of this Foundation or its identifying symbols by any person or organization will be subject to the consent of the majority of the Executive Board.

ARTICLE VIII- AMENDMENT OF ARTICLES

Two methods exist to propose an amendment to, addition to, or repeal of, any provision of, or all of these Amended Articles of Foundation.

1.0 By Executive Board

The Executive Board may propose any such change in these Articles by presenting said changes at a General Directorship Meeting.

2.0 By Directors

Any director may propose any such change in these Articles by submitting to any President of the Executive Board a petition which sets forth the proposed change and which is signed by at least 2/3 of the directors at a meeting to be voted on at the next meeting. The directorship list of the month previous to the month in which the petition is submitted shall be used for determining the directorship count.

Any proposed change must be published in the minutes one month prior to the meeting in which the votes are due to be submitted. Approval of any amendment to, addition to, or repeal of, any provision of, or all of, these Articles of the Foundation requires a majority of the submitted signed, votes received from the directors.

ARTICLE IX – DISTRIBUTION OF ASSETS

In the event that the Foundation ceases to function, or in the event that the directors decide to terminate it, the Executive Board shall, after paying or making provisions for the payment of all of the Foundation's liabilities, distribute all of the remaining assets of the Foundation to such organization or organizations which the Executive Board shall select which are then qualified as exempt under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, or was most recently located if the Foundation has ceased to function, to such organization or organizations which said Court shall select which are then qualified as exempt under Section 501 © (3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Article X – Current directors as amended

The current directors of The Partners for Youth Foundation are

Noelle McMahon
Clinton DaCosta
Leo Gilling
Carson Edwards
Collin Waite
Steve Higgins
Flavia Christopher (Associate director with no voting rights)

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

Before me, a notary Public authorized to take acknowledgements in the State and County above set forth, personally APPEARED Clinton DaCosta who is personally known to me or who presented Florida Drivers License identification and who executed the foregoing Amended Articles of Incorporation, and he acknowledges before me that he executed these Articles of Incorporation.

IN WITNESS WHEREFORE, I unto hereunto set my hand and affix my official seal in the State and County aforesaid, this 3 day of May 2018

My Commission Expires: 11-2-2018

Dawn Hart
NOTARY PUBLIC



The date of each amendment(s) adoption: _____, 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 6/29/2018

Signature 
(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)

CANNON JACOSTA
(Typed or printed name of person signing)

TREASURER, DIRECTOR
(Title of person signing)