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DIVISION OF CORPORATIONS  
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Amend  
10/1/11

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Brevard Machinist Apprenticeship Program, Inc.

**DOCUMENT NUMBER:** N97000003889

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

Please return all correspondence concerning this matter to the following:

Alice M. Jones, Ph.D., CAF #03-0084486R (1-8-2004)

(Name of Contact Person)

Brevard Machinist Apprenticeship Program, Inc

(Firm/ Company)

2501- D Sand Trap Lane

(Address)

Melbourne, FL 32935

(City/ State and Zip Code)

Brevmachapprent@aol.com

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

For further information concerning this matter, please call:

Alice M. Jones

(Name of Contact Person)

at ( 321 ) 254-8278

(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 &<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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



**FLORIDA DEPARTMENT OF STATE**  
**Division of Corporations**

November 17, 2011

ALICE M. JONES  
BREWARD MACHINIST APPRENTICESHIP  
2501-D SAND TRAP LANE  
MELBOURNE, FL 32935

SUBJECT: BREWARD MACHINIST APPRENTICESHIP PROGRAM, INC.  
Ref. Number: N97000003889

We have received your document for BREWARD MACHINIST APPRENTICESHIP PROGRAM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 411A00026041

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12 JAN 10 AM 11:01

RECEIVED  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Brevard Machinist Apprenticeship Program, Inc.

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

N970000003889

(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)

2501 - D Sand Trap Lane

Melbourne, FL 32935

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

2501 - D Sand Trap Lane

Melbourne, FL 32935

**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: Alice M. Jones, Ph.D. CAF#03-0084486 (1-8-2004)

2501 Sand Trap Lane

(Florida street address)

New Registered Office Address:

Melbourne

(City)

, Florida 32935

(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.*

Alice M. Jones Ph.D.

Signature of New Registered Agent, if changing

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DIVISION OF CORPORATIONS  
22 JAN 10 PM 2:49

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) <u>Pres</u>	<u>Leonard J. DeFrancisci</u>	<u>7610 Coral Dr.</u> <u>Melbourne, FL 32904</u>
2) <u>Sec</u>	<u>David DeVerter</u>	<u>1227 S. Patrick Dr.</u> <u>Satellite Beach, FL 32937</u>
3) <u>Treas</u>	<u>Dale Coxwell</u>	<u>870 Cidco Rd.</u> <u>Cocoa, FL 32926</u>
4) _____	_____	_____
5) _____	_____	_____
6) _____	_____	_____

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) <u>Pres</u>	<u>Fred Zelt</u>	4) _____	_____
2) <u>Sec</u>	<u>Craig Tibbetts</u>	5) _____	_____
3) <u>Treas</u>	<u>Leonard DeFrancisci</u>	6) _____	_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

We are amending the wording of many of the Articles of Incorporation. Articles IV, VI, VII, VIII and XIII.

Please see attached revised Articles of Incorporation.

Amendment  
to  
**ARTICLES OF INCORPORATION**

**OF**

**BREVARD MACHINIST APPRENTICESHIP PROGRAM, INC.**

Principle address and registered address  
2501-D Sand Trap Lane, Melbourne, FL 32935

A Florida Non-Profit Corporation

The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

**ARTICLE I**

The name of this corporation shall be:

Brevard Machinist Apprenticeship Program, Inc.

**ARTICLE II**

Corporate Nature

This is a non-profit corporation, organized solely for educational and charitable purposes, pursuant to the Florida Corporations "Not for Profit" law as set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

Duration

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, By-laws or the Florida Statutes.

**ARTICLE IV**

General and Specific Purposes

Brevard Machinist Apprenticeship Program is organized exclusively for educational purposes to provide training of individuals for the purpose of developing their capabilities within the meaning of section 501(c)(3) of the Internal Revenue code. Specifically, Brevard Machinist Apprenticeship Program provides instruction and training to people to teach them the trade of machining.

**ARTICLE V**

Subscribers

The names and addresses of the subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred Zelt	700 N. Wickham Rd, Ste 108, Melbourne, FL 32935
Craig Tibbetts	1240 Clearmont Rd., N.E., Palm Bay, FL 32950
Leonard DeFrancisci	7825-A Ellis Rd, Melbourne, FL 32904

**ARTICLE VI**  
**Management of Corporate Affairs**

**(a) Board of Trustees**

- (1) Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Officers and Members of the Brevard Machinist Apprenticeship Program, Inc.
- (2) Action Without Meeting: Any action required or permitted to be taken under any provision of law may be taken without a meeting, if all Officers shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Apprenticeship and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Membership. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Membership without a meeting, and that the Articles of Incorporation and By-Laws of this corporation authorized the Officers to so act. Such a statement shall be prima facie evidence of such authority.
- (3) Initial Members: The names and addresses of such first Officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred Zeit	700 N. Wickham Rd, Ste 108, Melbourne, FL 32935
Craig Tibbetts	1240 Clearmont Rd., N.E., Palm Bay, FL 32950
Leonard DeFrancisci	7825-A Ellis Rd, Melbourne, FL 32904

**(b) Corporate Officers**

The Members of the Brevard Machinist Apprenticeship Program, Inc. shall elect at their Annual Meeting the following officers: President, Secretary and Treasurer, and such other officers and agents as the By-Laws of this corporation may authorize to elect from time to time. The following were elected June 28, 2011 and shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
President: Leonard J. DeFrancisci	7610 Coral Dr. Melbourne, FL 32904
Secretary: David DeVerter	1227 S. Patrick Dr., Satellite Beach, FL 32937
Treasurer: Dale Coxwell	870 Cidco Rd., Cocoa, FL 32926

**ARTICLE VII**  
**Membership**

The membership of this corporation shall constitute all persons names herein as subscribers and such other persons as hereafter may become members in the manner provided in the By-Laws. In any event, however, membership is open to all machinist owner/agents who are duly licensed by a County of Brevard municipality, who pay the initiation and other fees and requested dues and who agree to abide by the principles enunciated above, as more specifically delineated in the By-Laws and the written Standards of the Florida Department of Education, Division of Career and Adult Education. No person shall be denied membership because of race, religion, creed, sex, national origin, physical handicap or age. The authorized number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall also be as set forth in the By-Laws. The By-Laws, regarding specific qualifications for membership and the manner of admission of members,



however, shall in no wise be ore restrictive than the above except to the extent that said By-Laws may formulate a procedure whereby it may be ascertained that a potential member seeking to gain admission is supportive of the goals and aspirations herein above set forth regarding the purposes for which this corporation is being founded. Said procedures in the By-Laws shall in no wise restrict said potential members' freedom of speech and expression, nor in any wise prohibit dissent within the organization regarding the methods and/or manner in which said purposes are accomplished. In essence, therefore, we welcome all machinist owners/agents to become members of our corporation, and we do not intend, other than by payment of an initiation fee and dues, which shall be directly used for purposes hereinabove set forth, to in any wise extract monies, fees, taxes or other things of value from our potential members, except as they may voluntarily contribute, and all of said monies and things of value shall only be used and dedicated for purposes approved under Internal Revenue Code 501(c)(3).

The authorized number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the By-Laws.

#### **ARTICLE VIII**

##### **Earnings and Activities of Corporation**

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that 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 IV hereof.
- (b) This corporation shall not, as a substantial part of its activities, carry on 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.
- (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation whose contributions are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) 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.

#### **ARTICLE IX**

##### **Dissolution of Assets**

Upon dissolution of the corporation, the Apprenticeship shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 X**

##### **Rights and Obligations of Members**

The Members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

#### **ARTICLE XI**

##### **Amendment to By-Laws**

Subject to the limitations contained in the By-Laws and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted by following the procedures set forth therefore in the By-Laws.

#### **ARTICLE XII**

##### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Officers or by Members and presented to a quorum of Members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of the quorum of the Members of the corporation.

#### **ARTICLE XIII**

##### **Registered Agent and Office**

The current registered office of this corporation shall be the Brevard Machinist Apprenticeship Program, Inc., 2501-D Sand Trap Lane, Melbourne, FL 32935 and the registered agent at this address shall be Alice M. Jones, Ph.D. IRS designation CAF#03-0084486, (1-08-2004)

I, the undersigned, being the President of this corporation, for the purpose of continuing this non-profit educational and charitable corporation under the laws of Florida, have executed these new Articles of Incorporation, this 9<sup>th</sup> day of November 2011.

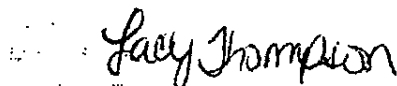


President: Leonard J. DeFrancisci

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Leonard J. DeFrancisci known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9<sup>th</sup> day of November 2011.



LACY THOMPSON  
MY COMMISSION # DD 801955  
EXPIRES: June 30, 2012  
Good & True Budget Notary Services

The date of each amendment(s) adoption: Nov 9, 2011

Effective date if applicable: Nov 9, 2011  
(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 Nov 9, 2011

Signature [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)

Leonard J. De Francisci

(Typed or printed name of person signing)

Brevard Machinist Apprenticeship Program, Inc. - President

(Title of person signing)