

N98000005774

Willie S. Singleton
210 W 23rd Street
Riviera Beach, Florida 33404

Department Of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Subject: The Computers Unlimited Foundation, Inc.

Amend

To Whom It May Concern:

800002835258--3
-04/12/99--01002--015
*****96.25 *****35.00

The enclosed ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION are being submitted to be registered as a NONPROFIT CORPORATION duly authorized to conduct its affairs in the State of Florida.

The enclosed is a check which will include the fee for a certified copy of the articles.

Please return all correspondence concerning this matter to Mrs. Faye Herring, or to:

Mr. Willie S. Singleton
210 W. 23rd Street
Riviera Beach, Florida 33404

Should you need to contact someone concerning this matter, please call me at (561) 848-2305.

Sincerely,

Willie S. Singleton

Willie S. Singleton
President/CEO
The Computers Unlimited Foundation, Inc.
wss

FILED
99 APR -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
4/9/99

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION**

OF

The Computers Unlimited Foundation, Inc.

A Florida Non-Profit Corporation

N98000005774

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Computers Unlimited Foundation, Inc.

(present name)

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

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article I - Amended - Added Section 2; A and B
Article Amended - Added Section 3: A and B
Article II - Amended - Added Sections 1, 2, and 3
Article III - Amended - Added Section 1
Addition of Articles IV, V, VI, VII, VIII, IX, and X
Delection of Articles on the original of articles: IV, V, and VI

SECOND: The date of adoption of the amendment(s) was: March 24, 1999

THIRD: Adoption of Amendment (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.

The Computers Unlimited Foundation, Inc.

Corporation Name

Willie S. Singleton
Signature of Chairman, Vice Chairman, President or other officer

Willie S. Singleton

Typed or printed name

President and CEO

Title

April 6, 1999

Date

**The Computers Unlimited Foundation, Inc.
(A Non-Profit Florida Corporation)**

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION**

**ARTICLE I
ORGANIZATION**

SECTION 1. The name by which this corporation shall be known is called **The Computers Unlimited Foundation, Inc.**

A. The principal office of **The Computers Unlimited Foundation, Inc.** Shall be in Palm Beach County and the mailing address of the corporation shall be
210 W 23rd Street
Riviera Beach, Florida 33404

SECTION 2. The organization of **The Computers Unlimited Foundation, Inc.** is a non-profit Corporation organized and operated exclusively for educational and charitable Purposes as specified in the Articles of incorporation.

A. To provide computers-hardware and software-and educational training to disadvantaged and handicapped children in a single-family setting and to encourage the use of high technology equipment to facilitate their use of the information highway for the purposes of educational goals, research and skill improvement. The equipment is given to student in the eleventh grade (11) with a grade point average of 2.8 GPA or better in that single family setting with two or more children in the family. And is willing to perform some community services.

B. Development of other computer sites for educational purposes.

SECTION 3. Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distribution to organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

A. No part of the net earning of the organization shall inure to the benefit of be distributable to its members, trustees, officers, or other private persons, except that organization

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 the clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- B. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, of 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 disposed of shall be disposed of by the Court of common pleas of the County in which the principal office of the organization 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 II

BOARD OF DIRECTORS

SECTION 1. The property, activities, affairs and concerns of the organization shall vest in and be managed by or under the direction of the Board of Directors which shall be on less than two and no more than seven. The number of Directors may increase at any time by the action of the Board of Directors. The members of the Board shall, upon appointment, immediately perform their duties and shall continue in office until such time that the Board member resign, is removed from office or serve out his/her term. At which time a qualified successor will be appointed.

SECTION 2. The first Board of Directors is written into the initial grant and consist of the Executive Director and one Board Member (the wife of the Executive Director).

- A. In the expansion of the Board of Directors, members will be appointed by the Executive Director to serve out a term of two years. At the end of a Board Member's two-year appointed term, the Executive Director can extend the term to an additional two-year term, not to exceed a total exceed a total of eight years.
- B. Board members will be selected and appointed based on their community involvement and their demonstrated interest and commitment to the goals and purpose of The Computers Unlimited Foundation, Inc. Board members must also be in good standing in the community.

SECTION 3. The Executive Director reserves the right to remove any member of the Board of Directors who demonstrates non-commitment to the goal of the Foundation.

ARTICLE III. VACANCIES

SECTION 1 Any vacancy or vacancies will be filled by appointment by the Executive Director

ARTICLE IV. MEETINGS

SECTION 1. Regular meeting of the Board shall be held at such time and location as the Board shall fix.

SECTION 2. Special meeting may be called by or at the direction of the Executive Director or at request to the Executive Director by any Board member.

- A. Written, oral or any other mode of notice of time and place for meeting shall given for special meeting in sufficient time for the convenient assembly of all members.
- B. Non-attendance of any Board member at a meeting shall constitute waiver of vote except in the case of a proxy vote.

SECTION 3. The order of business of all meetings shall be:

- A. Roll call
- B. Reading of Minutes of Previous Meeting
- C. Reports of Board Members
- D. Reports of Committee Chair
- E. Unfinished Business
- F. New Business
- G. End of Meeting.

SECTION 4. Any question as to the priority of business may be decided by the Executive Director without debate.

SECTION 5. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevent such majority of the active appointees shall constitute a quorum.

ARTICLE V COMMITTEES

SECTION 1. The Executive Director may create committees, the membership of which need not be restricted to the Board of Directors.

- A. Committees shall report to the Executive Director and shall assume such duties as are assigned by the Executive Director.
- B. The Executive Director shall be an ex-official of all committees.
- C. A majority of members of any committee shall constitute a quorum.

ARTICLE VI CORPORATE INDEMNIFICATION

SECTION 1. The organization shall indemnify any person:

- (a) Who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or whether civil, criminal, administrative or investigative, other than an action by, or in the right of, the organization, by reason of the fact that he is Executive Director, Board Member, employee or agent of the organization or is or was serving at the request of the organization as Director, Board Member, employee or agent of another corporation, partnership, joint venture, trust or other enterprises against such costs and expense, and to the extent and in the manner provided by the Florida Statute. Said party has right to retain a lawyer.
- (b) Who was or is a party. Or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgement in its favor by reason of the fact that he was serving at the request of the organization as a Director, Board Member, employee or agent of another corporation, partnership,

joint venture, trust, or other enterprises such costs and expenses, and to the extent and in the manner provided by Florida Statute. We retain the right to sue.

SECTION 2. The extent and the amount for the indemnification provided herein would be made by the Board of Directors. Said determination will be made by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding.

SECTION 3. Upon the expansion of the Board, The Board Members shall determine the amount or bonds to be carried by the organization, Insurance will be carried.

SECTION 4. This corporation is an equal opportunity corporation and shall make its services available without regard to race, color, creed, sex, ancestry or national origin.

ARTICLE VII FISCAL YEAR

SECTION 1. The fiscal year of the organization shall be the year ending December 31st.

ARTICLE VIII ANNUAL REVIEW

SECTION 1. The organization shall have an annual review of its books and records performed by a Certified Public Accountant approved by the Board of Directors and independent of the organization as of the close of each fiscal year.

ARTICLE IX AMENDMENTS

SECTION 1. The by-laws of the organization may be amended as stated in the Articles of Incorporation by a vote of two-thirds of the appointed Board of Directors at a regular meeting or at a special meeting called for that purpose.

ARTICLE X
PARLIAMENTARY PROCEDURE

SECTION 1. The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the organization in all cases where they are applicable and in which they do not conflict with the by -laws herein.

Adopted March 29, 1999
Date

Signature Willie S. Singleton
Willie S. Singleton, Executive Director