

N99000007287

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 OCT 24 PM 1:35



DLC
Nurse & Learn, Inc.

October 3, 2006

To Whom It May Concern:

DLC Nurse & Learn, Inc. has made changes to its articles. The Board of Directors approved these changes on May 1, 2006. Attached is a copy of the new articles and our old incorporation filing certificate. Please call Amy Buggle if you have any questions at (904) 387-0370. Our return address is 4101-1 College Street Jacksonville, Florida 32205.

Sincerely,

Amy Buggle
Executive Director





FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2006

AMY BUGGLE
DLC NURSE & LEARN, INC.
4101-1 COLLEGE STREET
JACKSONVILLE, FL 32205

SUBJECT: DLC NURSE & LEARN, INC.
Ref. Number: N99000007287

We have received your document for DLC NURSE & LEARN, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed 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.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 506A00060820

**ARTICLES OF AMENDMENT
TO
The ARTICLES OF INCORPORATION
OF
DLC NURSE & LEARN, INC.,**

A Florida Not For Profit Corporation

FILED
06 OCT 24 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The ARTICLES OF INCORPORATION for this corporation are amended by complete restatement

ARTICLE I

NAME

The name of this Corporation is DLC Nurse & Learn, Inc. (The Corporation).

ARTICLE II

CORPORATE OFFICE

The principal place of business and the mailing address shall be 4101-1 College Street, Jacksonville, Florida, 32205.

ARTICLE III

PURPOSE

The DLC Nurse & Learn, Inc. shall be a ministry of the North East District of the Florida Conference of the United Methodist Church to provide an inclusive day care, with special education, therapies and nursing care for medically complex children with multiple handicaps from birth to age twenty-two.

The activities of the Corporation shall be defined and limited by The Book of Discipline of the United Methodist Church as it now exists and may hereafter be modified by the actions of the Florida Annual Conference of the United Methodist Church.

It shall have authority to secure by donations, devise, purchase, or otherwise, real estate or property of other kinds, and dispose of it for the use and benefit of the United Methodist Church within the area where it is located and shall support the doctrine of the United Methodist Church as set forth in *The Book of Discipline of the United Methodist Church*. as; amended and updated- The Corporation, and all its property, both real and personal, shall at all times be subject to the

laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with *The Book of Discipline of the United Methodist Church*. Subject to the restriction; and limitations herein set forth, the Corporation shall use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its directors, officers or other private persons.

ARTICLE IV

DURATION

This Corporation shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

MEMBERS

There shall be no members of the Corporation. The affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE VI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation is exclusively vested in the Board of Directors of this Corporation.

ARTICLE VII

BOARD OF DIRECTORS

A Board of Directors composed of no less than five (5) persons shall set policy and shall guide the work of the Corporation. Members of the Board of Directors shall present a slate of candidates to be elected by a majority of those present at the Annual Meeting of the North East District Leadership Council of the Florida Annual Conference of the United Methodist Church. The number of Directors and the terms of office shall be set forth in the bylaws. The Board of Directors shall meet at such times as they may elect but no less than annually and at other times upon the call of a member of the Board of Directors.

ARTICLE VIII

OFFICERS

The Board of Directors shall elect from among its members a President and a Treasurer and such other officers as are deemed necessary by the Board of Directors. The Board of Directors shall also elect a Vice President and a Secretary who may or may not be a member of the Board of Directors. These officers shall fulfill the functions generally associated with their offices and as set forth in the Bylaws, and such other functions as are assigned to them by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a meeting of the Board of Directors by no less than sixty percent (60%) of the Directors present at such meeting following no less than ten (10) days written notice of the meeting specifying the proposed amendment; provided, however, that the Articles may be amended by unanimous written consent of the Board of Directors consenting to such amendment to these Articles of Incorporation. However, no amendment shall occur without the prior consent of the District Superintendent of the North East District, Florida Conference of the United Methodist Church.

ARTICLE X
MISCELLANEOUS

Section 1. Neither the directors nor the officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any director or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.

Section 2. The Corporation shall have no capital stock.

Section 3. This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of the powers conferred by law and by the "Florida Not for Profit Corporation Act", Chapter 617, Florida Statutes, and as the same may be amended.

Section 4. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- b. by a corporation. contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE XI
DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment or all the liabilities of the Corporation, pursuant to the procedure of provisions of Florida Statutes §617 1406, dispose of all of the assets of the Corporation for the purposes of the Corporation in such manner as provided in *The Book of Discipline of the United Methodist Church* so long as such assets are distributed to an exempt organization or

organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law, or if such Book of Discipline shall not be in effect, then to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the 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 XII

INCORPORATOR

The Incorporator of this corporation is Amy Buggle, 2756 Herschel Street, Jacksonville, FL 32205.

REGISTERED AGENT

The registered agent of this corporation is Amy Buggle, 2756 Herschel Street, Jacksonville, FL 32205

Approved by DLC Board 2/4/2006

Approved by NED Council 2/27/06

Janice Kelley, DLC president
10-18-06