



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2021

LINDA BRUNSON
110 MILLS LANE
JACKSONVILLE BEACH, FL 32250

Re: Document Number N19000000960

The Articles of Amendment to the Articles of Incorporation for KNOW & GROW LEARNING DEPOT, INC., a Florida corporation, were filed on November 23, 2021.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Tracy L Lemieux
Regulatory Specialist II
Division of Corporations

Letter Number: 121A00030133

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 23, 2021, to Articles of Incorporation for KNOW & GROW LEARNING DEPOT, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N19000000960.



Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fourteenth day of December, 2021



Laurel M. Lee
Laurel M. Lee
Secretary of State

Articles of Amendment
to
Articles of Incorporation
of

Know & Grow Learning Depot, Inc.

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

N1900000960

(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.*

N/A

B. Enter new principal office address, if applicable:
*(Principal office address **MUST BE A STREET ADDRESS**)*

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:

N/A

Name of New Registered Agent: _____

(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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TAMPA 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	PT	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	V	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	SV	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> N/A Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____
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)

Article I _____

Change from: The name of the corporation is: Friends of Dinsmore Elementary, Inc. (the "Corporation") _____

to: The name of the corporation is Know & Grow Learning Depot, Inc. (the "Corporation") _____

Article III _____

Change from: ...organized to improve and enrich the learning experiences of Dinsmore Elementary School (a Duval _____

County public school) students by...

to: ...organized to improve and enrich the learning experiences of public elementary school students by...

Article III

Bullets (a) and (b) will become bullets (c) and (d).

New bullets are added:

(a) providing extra resources to make classroom time more productive;

(b) providing tutoring services to students;

Article XIII

Change from: ...shall be distributed to a similar Friends organization of a public elementary school with similar student/family demographics...

to: ...shall be distributed in furtherance of the Corporation's purposes contained in these Article of Incorporation and the Corporation's Bylaws...

The date of each amendment(s) adoption: August 20, 2021, if other than the date this document was signed.

Effective date if applicable: November 17, 2021 (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.

November 19, 2021

Dated _____

Signature *Linda Brunson*_____

(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)

Linda Brunson

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF INCORPORATION
OF
KNOW & GROW LEARNING DEPOT, INC.**

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, *hereby adopts the following Articles of Incorporation:*

**ARTICLE I
NAME**

The name of the corporation shall be:

Know & Grow Learning Depot, Inc. (the "Corporation")

**ARTICLE II
MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

110 Mills Lane
Jacksonville Beach, FL 32250

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, without limiting the generality of the preceding sentence, the Corporation primarily is organized to improve and enrich the learning experiences of public elementary school students by:

- (a) providing extra resources to make classroom time more productive;
- (b) providing tutoring services to students;
- (c) soliciting and receiving funds, gifts, endowments, donations, and bequests to fund student needs; and
- (d) promoting and providing volunteer services to benefit the students.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws;
- (b) no part of the income, profit, or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its trustees, officers, members, or other private persons; provided, however, 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 these Articles; and
- (c) no substantial part of the activities of the Corporation shall be 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 any candidate for public office.

**ARTICLE V
MEMBERSHIP**

The Corporation shall not have any members.

**ARTICLE VI
BOARD OF DIRECTORS**

- A. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not fewer than three (3) directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Linda Brunson	110 Mills Lane Jacksonville Beach, FL 32250
Wanda Reese	7126 Civic Club Drive Jacksonville, FL 32219
Roger Mann	9028 Johnson Road Jacksonville, FL 32219

ARTICLE VII

OFFICERS

The officers of the Corporation, and their election or appointment, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VIII

REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

Linda Brunson
110 Mills Lane
Jacksonville Beach, FL 32250

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

Linda Brunson
110 Mills Lane
Jacksonville Beach, FL 32250

ARTICLE X

DURATION

The Corporation shall exist perpetually unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

**ARTICLE XI
AMENDMENTS**

A majority vote of the Board of Directors may amend the Articles of Incorporation.

**ARTICLE XII
BYLAWS**

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

**ARTICLE XIII
DISSOLUTION**

Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in furtherance of the Corporation's purposes contained in these Articles of Incorporation and the Corporation's Bylaws which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Linda Brunson
Required Signature of Registered Agent

Aug. 20, 2021
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Linda Brunson
Required Signature of Incorporator

Aug. 20, 2021
Date