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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE CASIMIRO FOUNDATION, INC.

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CASIMIRO FOUNDATION, INC.**

**(Original Articles of Incorporation  
filed with the Secretary of State of  
the State of Florida on October 30, 2000)**

Pursuant to Sections 617.1001, 617.1002 and 617.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE 1**

**NAME**

The name of the corporation (the "Corporation" or "Foundation") is: **MAGIC WAND FOUNDATION, INC.**

**ARTICLE 2**

**PRINCIPAL OFFICE; REGISTERED OFFICE**

The address of the principal office of the Corporation and the mailing address of the Corporation is 900 Old Roswell Lakes Parkway, Suite 230, Roswell GA 30076. The name of the registered agent is Law Offices of Anna Krimshtein, PLC and the address of the registered office is 18205 Biscayne Blvd., Suite 2221, Aventura, FL 33160.

**ARTICLE 3**

**ORGANIZATION**

Notwithstanding any other provision of this Article, the Corporation is organized exclusively for charitable, educational, religious or scientific purposes within meaning of Section 501 (c) (3) of the Internal Revenue Code or any corresponding sections of any future Federal tax code.

Provisions for the regulation of the internal affairs of the Corporation shall be fully set forth in the Bylaws of the Corporation. This Corporation is not organized for, nor shall it be operated for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to the members

thereof, and is organized solely for charitable, education, religious or scientific purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to members, trustees, directors, or other private persons, except that the Corporation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. 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 of or distribution of statements) any political campaigns on behalf or in opposition to any candidate for public office.

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 income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Upon dissolution of this Corporation, assets shall be distributed for one or more purposes within Section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, or 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.

#### ARTICLE 4

##### PURPOSE

1. To educate, inspire and empower young people from the United States and abroad to dream big and live their best life -- one filled with unlimited potential.
2. To use entrepreneurship education, financial literacy, career-readiness and personal development as the primary catalyst to provide young people from all segments of society with essential skills that build self-empowerment and prepare the next generation of leaders with a sense of vision and social responsibility.
3. To provide professional development, training and guidance to educators, youth leaders and parents to enhance their youth work through innovative lessons, technology, unique methodologies and curriculum that foster sustainable excellence in youth development.
4. To launch The Entrepreneur Hall of Fame & Museum, to recognize and celebrate the spirit of entrepreneurship and the integral connectivity between entrepreneurship education and youth empowerment. Satellite locations, featuring local inductees, will launch in major cities and will serve as educational centers that promote Foundation objectives for the general public, local schools and youth agencies.
5. To raise financial support through grants, donations, sponsorships, fundraising activities, direct-delivery programs, curriculum sales, related product sales, subscriptions, mass-media programming and special events that will in turn, advance the Foundation's educational purposes.

**ARTICLE 5**

**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by the members of the Board of Directors which members shall be elected in the manner provided in the Bylaws of the Corporation.

The Board of Directors shall elect annually the following officers of the Corporation: Chief Executive Officer, a President and a Vice President, each of whom shall be a member of the Board of Directors, a Secretary, a Treasurer, and such other officers and employees of the Corporation as it may deem necessary.

The Board of Directors shall have the power to make Bylaws and regulations not inconsistent with the laws of this State or of this Articles of Incorporation for the discharge of its functions.

The Board of Directors shall hold meetings as provided in the Bylaws but, anything in the Bylaws to the contrary notwithstanding, the Board shall meet at least once each calendar year.

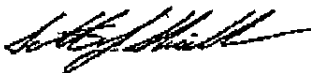
**ARTICLE 6**

**AMENDMENT**

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the members of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on October 13, 2008.

**THE CASIMIRO FOUNDATION, INC.**


By:   
Scott J. Shickler, Director

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 13<sup>th</sup> day of October, 2008

**Law Offices of Anna Krimshstein, PLC**

  
\_\_\_\_\_  
Name: Anna Krimshstein  
Its: Manager

**CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CASIMIRO FOUNDATION, INC.**

**THE CASIMIRO FOUNDATION, INC.**, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 617.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is changed to **MAGIC WAND FOUNDATION, INC.**
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including amendment to the Name of the Corporation, its Purpose and the Board of Directors.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require member approval, and the Restated Articles were unanimously adopted, approved and recommended for member approval by the Corporation's Board of Directors, and approved by the members of the Corporation, by the *unanimous written consent of the Board of Directors and members of the Corporation dated October 13, 2008*, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of October 13, 2008.

**THE CASIMIRO FOUNDATION, INC.**

By: 

Name: Scott J. Shickler  
Title: Director