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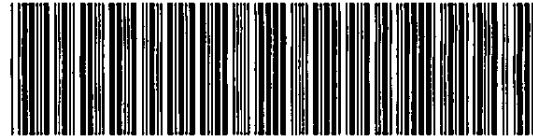
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 16 2013

T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The PIABA Foundation, Inc.

DOCUMENT NUMBER: N12000000249

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

Please return all correspondence concerning this matter to the following:

Robin S. Ringo, Director

Name of Contact Person

The PIABA Foundation, Inc.

Firm/ Company

2415 A Wilcox Drive

Address

Norman, OK 73069

City/ State and Zip Code

rsringo@piabafoundation.org

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

For further information concerning this matter, please call:

Robin S. Ringo

Name of Contact Person

at (855) 310-2444

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is 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

Articles of Amendment
to
Articles of Incorporation
of

FILED
13 APR -9 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Piaba Foundation, Inc.

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

N12000000249

(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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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: _____

(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

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>D</u>	<u>Ryan K. Bakhtiari</u>	<u>Aidikoff, Uhl & Bakhtiari</u>
<u> </u> Add			<u>9454 Wilshire Blvd., Ste. 303</u>
<u>X</u> Remove			<u>Beverly Hills, CA 90212</u>
2) <u> </u> Change	<u>D</u>	<u>Scott C. Ilgenfritz</u>	<u>Johnson, Pope, Baker, Ruppel & Burns, Inc.</u>
<u>X</u> Add			<u>403 East Madison St., Ste. 400</u>
<u> </u> Remove			<u>Tampa, FL 33602</u>
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

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

Article V is hereby deleted in its entirety and replaced with the following provision:

ARTICLE V:

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

The date of each amendment(s) adoption: April 5, 2013

Effective date if applicable: _____
(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 4/5/2013

Signature Robin S. Ringo
(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)

Robin S. Ringo
(Typed or printed name of person signing)

Director
(Title of person signing)

FIRST AMENDED ARTICLES OF INCORPORATION

FOR

THE PIABA FOUNDATION, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I: NAME

The name of the corporation shall be: THE PIABA FOUNDATION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal street address is: 2415 A Wilcox Drive, Norman, Oklahoma 73702. The address of its office in Florida is c/o Sonn & Mittelman, PA, 2999 NE 191st Street # 409, Aventura, Fl 33180.

ARTICLE III:

The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Additionally, the purpose shall be to foster, promote and carry on the following educational, literacy, scientific and charitable purposes or any of them, both directly and by the application of assets or income for charitable, scientific, literacy or educational purposes, or to the use of any other corporation, trust fund, foundation or other organization whose purposes and operations are exclusively charitable, scientific, literary or educational:

- a. To improve and facilitate the administration of justice between investors, especially individual investors, and the securities industry, its employees and agents.
- b. To promote and foster investment-related knowledge of investors;
- c. To educate, promote and foster investors' rights *vis a vis* the securities industry;
- d. To cause or to be published and distributed scholarly articles, reports, books and other literary works on subjects of interest to investors;
- e. Provided however, that no part of the net income of the corporation shall inure to the benefit of any private member or individual and no part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation;
- f. To do and perform all acts and things which are legitimate and which are calculated directly or indirectly to promote the interest, advancement and objects of this corporation, it being understood however, that the foregoing enumeration of purposes and powers is not intended

to limit unreasonably the powers of the corporation but that I may do any and all things reasonable calculated to carry out the purposes and it shall have all the powers granted to it by law, including those specifically granted to not-for-profit corporations in the state of Florida.

ARTICLE IV:

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 III hereof. **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 publishing or distribution of statements) any political campaign on behalf of 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 federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code. 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 V:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VI: MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Members of the Corporation shall elect the directors by a majority vote.

ARTICLE VII: INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Robin S. Ringo
2415 A Wilcox Drive
Norman, OK 73069

Director

Jason R. Doss, Esq.
The Doss Firm, LLC
P.O. Box 965669
Marietta, Georgia 30066

Director

Scott C. Ilgenfritz, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, Inc.
403 East Madison Street, Ste. 400
Tampa, FL 33602

Director