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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

ARMS WITH ETHICS FOUNDATION, INC.
(FL Document Number N13000011108)

IN ACCORDANCE WITH Section 617.1007, Florida Statutes, the undersigned corporation, ARMS WITH ETHICS, INC., pursuant to a resolution adopted by its board of directors, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be ARMS WITH ETHICS FOUNDATION, INC.

ARTICLE II

Powers and Duration

The corporation shall have all of the powers of a not for profit corporation organized and operated pursuant to Chapter 617, Florida Statutes. The duration of the Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes of the corporation is to reduce gun violence and gun trafficking by working with local and state governments to encourage firearms distributors and manufacturers to develop and implement common-sense best practices for the sale of firearms designed to help prevent firearms from falling into criminal hands.

The corporation is organized exclusively for charitable, educational, and scientific 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.

ARTICLE IV

Members

The Corporation will have no members.

ARTICLE V

Directors

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time to time, establish. The number of directors and the method of their appointment shall be determined by the bylaws of the Corporation, and shall be subject to change from time to time as the bylaws may be amended, provided that the

number of directors of the Corporation shall be not less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as the initial directors are:

1. Casey Woods, President/Director
9480 Byron Avenue
Surfside, FL 33154
2. Jorge Musuli, Vice-President/Director
600 NE 97th Street
Miami Shores, FL 33138
3. Laura Hughes, Secretary/Director
60 East 8th Street, #8G
New York, NY 10003
4. Maura O'Donnell, Treasurer/Director
5900 Collins Avenue, Apt. 1607
Miami Beach, FL 33140
5. Guillermo Marquez-Sterling
c/o Arms With Ethics Foundation
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133
6. Toby Thompkins
c/o Arms With Ethics Foundation
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133

ARTICLE VI
Amendments to Articles

These articles may be amended as set forth in the by-laws of the corporation.

ARTICLE VII
Principal Office

The principal office of the corporation shall be:

c/o The Law Office of James A. Cueva
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133

ARTICLE VIII
Incorporator

The name and street address of the Incorporator of this corporation are as follows:

James A. Cueva, PL
2665 S. Bayshore Drive, Suite 800
Coconut Grove, FL 33133

ARTICLE IX
Address of Registered Office and Registered Agent

The amended street address of the Registered Office of this corporation in the State of Florida shall be c/o The Law Office of James A. Cueva 2665 S. Bayshore Drive, Suite 800 Coconut Grove, FL 33133. The name of the amended Registered Agent of the Corporation at the above address shall be James A. Cueva, PL 2665 S. Bayshore Drive, Suite 800 Coconut Grove, FL 33133.

The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE IX
Effective Date

The effective date of these Amended and Restated Articles of Incorporation shall be the date upon which they are received for filing by the Secretary of State.

ARTICLE X
Charitable Purpose

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 Third 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.

ARTICLE XI
Distributions upon Dissolution

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.

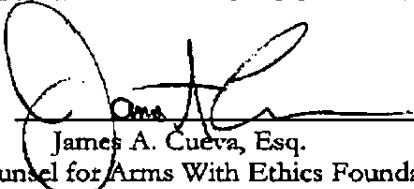
IN WITNESS WHEREOF, the undersigned, being authorized to submit the foregoing Amended and Restated Articles of Incorporation, has executed these Articles of Incorporation this 17th day of February 2014.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 617.0501 and 48.091, the following is submitted:

ARMS WITH ETHICS FOUNDATION, INC., has designated The Law Office of James A. Cueva 2665 S. Bayshore Drive, Suite 800 Coconut Grove, FL 33133 as its Registered Office and has named James A. Cueva 2665 S. Bayshore Drive, Suite 800 Coconut Grove, FL 33133 as its Registered Agent.

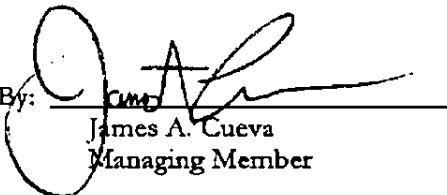
ARMS WITH ETHICS FOUNDATION, INC.

By: 
James A. Cueva, Esq.
Counsel for Arms With Ethics Foundation, Inc.

Date: February 17, 2014

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

JAMES A. CUEVA, PL

By: 
James A. Cueva
Managing Member

Date: February 17, 2014