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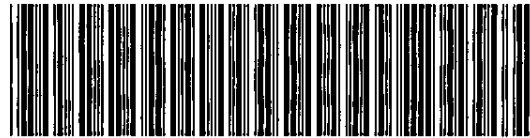
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 24 PM 2:05

*Amend + Name Change*

JAN 29 2014

T. CARTER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** REDGECKO CHARITIES INC

**DOCUMENT NUMBER:** N14000000121

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

Please return all correspondence concerning this matter to the following:

**JOSE THOMAS, CPA**

(Name of Contact Person)

**THOMAS & COMPANY, CPA, PA**

(Firm/ Company)

**9710 STIRLING ROAD STE 101**

(Address)

**COOPER CITY, FL 33024**

(City/ State and Zip Code)

**JOSE CPA@JTTCPA.COM**

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

For further information concerning this matter, please call:

**JOSE THOMAS, CPA**

(Name of Contact Person)

at ( **954** ) **435-7272**

(Area Code & Daytime Telephone Number)

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

- |                                          |                                                                                   |                                                                                                     |                                                                                                                            |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JAN 24 PM 2:05

Articles of Amendment  
to  
Articles of Incorporation  
of

REDGECKO CHARITIES INC

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

N14000000121

(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:

RED GECKO CHARITIES INC

*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:

N/A

(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:

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

| <u>Type of Action</u><br>(Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change   |              | N/A         |                |
| <input type="checkbox"/> Add         |              |             |                |
| <input type="checkbox"/> Remove      |              |             |                |
| 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 VIII ADDED-ADDITIONAL PROVISIONS

The date of each amendment(s) adoption: 01/06/2014

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 01/06/2014

Signature \_\_\_\_\_

(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)

GEORGE PETER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
RED GECKO CHARITIES, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

Amendment adopted

**ARTICLE VIII ADDED**

**ADDITIONAL PROVISIONS**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

(a) This corporation is organized exclusively for charitable, religious, 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 corresponding section of any future federal tax code.

(b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

(c) Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(d) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

Code, 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.

(e) However, if the named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the asset of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for purposes specified in the section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code ; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer,

employee or agent of the Corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fee or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representative of such persons.

The date of adoption of the amendment: 01/06/2014

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of **REDGECKO CHARITIES, INC.** were adopted. There are no members or members entitled to vote on the amendments.

**REDGECKO CHARITIES, INC.**

Name: GEORGE PETER

  
\_\_\_\_\_  
Signature

01/06/2014  
\_\_\_\_\_  
Date