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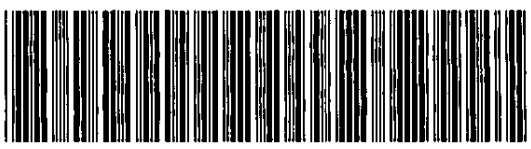
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Amend/cc
@ 6/27/14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Abby Grace's Hope, Inc.

DOCUMENT NUMBER: N14000004792

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

Please return all correspondence concerning this matter to the following:

Rachel Warren
(Name of Contact Person)

Abby Grace's Hope
(Firm/ Company)

319 Delon Ct.
(Address)

Auburndale, FL 33823
(City/ State and Zip Code)

Abbygraceshope@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rachel Warren at (863) 412-1389
(Name of Contact Person) (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

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ABBY GRACE'S HOPE, INC.
Document Number: N14000004792**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit*

Corporation adopts the following amendments to its Articles of Incorporation:

FIRST Article III is amended and restated, in full, to read as follows:

ARTICLE III

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Tax Code. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any 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 of 1986 or the corresponding provision of any future United States Tax Code, or

(b) by a corporation whose contributors are entitled to deduct their contribution under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Tax Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein. No material part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.

More specifically, the purposes and objectives of this Corporation are to provide education, training and support regarding child water safety and first aid with a primary goal of reducing incidents of children's drowning and near drowning and a secondary goal of injuries and deaths caused by children's drowning and near drowning. The Corporation will be an advocate of basic water skills and safety training ("Safety Training") directly to parents and to other organizations. The Corporation intends to sponsor a scholarship program, on a needs and age based but otherwise non-discriminatory basis, to partially or fully fund for children ten (10) years of or younger. The Corporation will also provide water safety lectures to parents and organizations. Further the Corporation advise and assist other charitable and governmental organizations to establish and maintain child water skills and safety training programs. Finally, the Corporation will provide support and counseling to families who have suffered a child(ren) drowning or near drowning incident.

SECOND Article IV is amended and restated, in full, to read as follows:

ARTICLE IV

The Corporation shall have the power to:

- (a) hold assets in its name;
- (b) sue and be sued and appear and defend in all actions and proceedings to the same extent as a natural person;
- (c) adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "not for profit corporation";
- (d) elect or appoint such directors, officers and agents as its affairs shall require;
- (e) adopt, change or amend its by-laws in any manner not inconsistent with applicable law, these Articles of Incorporation or its status as a charitable entity for federal income tax purposes;
- (f) increase or decrease, by a vote of its directors, in the manner described in the by-laws, the number of its directors so long as the number of serving directors shall not be less than three (3) but may be any number in excess thereof up to a maximum of twelve (12);
- (g) enter into contracts and incur liabilities, borrow money at such rates of interest as the officers or the directors of the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its assets, franchises, or income;
- (h) conduct its affairs, carry on its operations, have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country;
- (i) purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise

acquire, own, hold, manage, improve, use, transfer, sell, convey, mortgage, pledge, exchange, dispose or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(j) acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

(k) make donations, contributions or expenditures for the public welfare, religious, charitable, scientific, education, or other similar purposes; and

(l) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Notwithstanding the foregoing, the Corporation is prohibited from and shall **not**:

(1) engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(2) retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a); or

(4) make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a).

THIRD A new Article IX is inserted at the end of the Articles of Incorporation to read as follows:

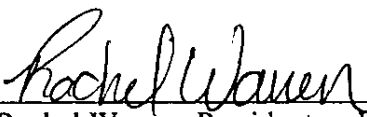
ARTICLE IX

No officer or member of the Board of Directors of this Corporation shall receive any compensation for their services as a member of the Board of Directors; provided, however, that they may be reimbursed for actual expenses incurred on behalf of this Corporation, if such reimbursement is authorized by the Board of Directors.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt entities within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Tax Code, or shall be distributed to the federal state, or local government or an agency thereof 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 such court shall determine in accordance with the foregoing guidelines.

FOURTH The foregoing amendments were duly adopted by the unanimous vote of the currently serving members of the Corporation's board of directors on June 12, 2014

IN WITNESS WHEREOF, these Articles of Amendment are hereby executed by the Corporation's President who is also a serving member of the Corporation's board of directors.



Rachel Warren, President and Director