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MOMS ON A MISSION INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MOMS ON A MISSION INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, Moms on a Mission Inc., a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation ("Amended and Restated Articles"):

**ARTICLE I  
Name and Address**

The name of the Corporation is **MOMS ON A MISSION INC.** The principal office address and mailing address of the Corporation is **12413 Cedarfield Drive, Riverview, Florida 33579.** The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II  
Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III  
Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

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**ARTICLE IV  
Membership**

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws of the Corporation.

**ARTICLE V  
Term of Existence**

The term for which this Corporation is to exist shall be perpetual.

**ARTICLE VI  
Officers and Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

The current Directors of the Corporation are:

<b>Name and Address</b>	<b>Title</b>
Natashia Shannon 12413 Cedarfield Drive Riverview, Florida 33579	Director
Joi Broughton 518 Scarlet Maple Court Plant City, Florida 33563	Director
Heather Leigh 520 NE 82 <sup>nd</sup> Terrace, #6 Miami, Florida 33138	Director

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The current officers of the Corporation are:

<b>Name and Address</b>	<b>Title</b>
Natashia Shannon 12413 Cedarfield Drive Riverview, Florida 33579	President
Joai Broughton 518 Scarlet Maple Court Plant City, Florida 33563	Vice President
Heather Leigh 520 NE 82 <sup>nd</sup> Terrace, #6 Miami, Florida 33138	Secretary and Treasurer

**ARTICLE VII**

**Registered Office and Registered Agent**

The name of the Corporation's current registered agent is Natashia Shannon and the street address of the Corporation's registered office is 12413 Cedarfield Drive, Riverview, Florida 33579.

**ARTICLE VIII**

**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE IX**

**Amendments**

Amendments to these Amended and Restates Articles shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE X**

**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in

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opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

#### **ARTICLE XI** **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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

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determine, which are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation were adopted on the 24<sup>th</sup> of August, 2016 by the Board of Directors of the Corporation. These Amended and Restated Articles do not contain any amendments requiring member approval and there are no members entitled to vote on these Restated Articles.

IN WITNESS WHEREOF, the undersigned President of the Corporation executed these Amended and Restated Articles this 24<sup>th</sup> day of August, 2016.

MOMS ON A MISSION INC.

By:   
\_\_\_\_\_  
Natasha Shannon, President