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COR AMND/RESTATE/CORRECT OR O/D RESIGN

A BETTER CHOICE FOUNDATION, INC.

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July 10, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

A BETTER CHOICE FOUNDATION, INC.
1531 SOUTH TAMiami TRAIL, #703
VENICE, FL 34285

SUBJECT: A BETTER CHOICE FOUNDATION, INC.
REF: N06000002345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

(H06000175788 3)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A BETTER CHOICE FOUNDATION, INC.**

**A Corporation Not for Profit
Under Chapter 617 of the Florida Statutes**

003
06 JUL 11 AM 10:00
FILED
TALLAHASSEE, FLORIDA

The Articles of Incorporation of A Better Choice Foundation, Inc., a Florida corporation not for profit, were amended by the directors of the corporation on June 28, 2006, by striking and substituting Article 2, Purpose of Corporation, and striking and substituting Article 17, Dissolution, as follows:

ARTICLE 2 - PURPOSE OF CORPORATION

The purposes for which the corporation is organized are exclusively for charitable, religious, educational, or 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.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural or other charitable purposes, including:

i. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

ii. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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 the purpose clause 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 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. Notwithstanding any other provisions of this document, the Corporation 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

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(H06000175788 3)

an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

The specific nature, objects and purposes of the Corporation shall be to search for a cure for cancer, emphasizing a non-traditional, holistic approach to a patient's physical and emotional well-being.

ARTICLE 17: 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 public purpose. Any such assets not so disposed of shall be disposed of by 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 Incorporator has executed these Articles of Incorporation this 28 day of June, 2006.

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.


Rod Khleif

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