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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 15, 2020

EVELYN I. SUERO
1001 BRICKELL BAY DR
SUITE 2700
MIAMI, FL 33131

SUBJECT: SEIZING HAPPY INC.
Ref. Number: N19000011704

We have received your document for SEIZING HAPPY INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Moore
Regulatory Specialist II

Letter Number: 220A00020362

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEIZING HAPPY INC.

DOCUMENT NUMBER: N19000011704

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

Please return all correspondence concerning this matter to the following:

Evelyn I. Suero

(Name of Contact Person)

Suero Law, PLLC

(Firm/ Company)

1001 Brickell Bay Dr Suite 2700

(Address)

Miami, FL 33131

(City/ State and Zip Code)

esuero@suerolawpllc.com

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

For further information concerning this matter, please call:

Evelyn I Suero

305

396-8772

at

(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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE**

SEIZING HAPPY INC.

IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FL**

**ARTICLE I
NAME**

The name of this corporation shall be: THE SEIZING HAPPY FOUNDATION INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence effective as November 6, 2019 and shall continue until termination by the act of the directors or otherwise by law.

**ARTICLE III
PURPOSE**

The mission of THE SEIZING HAPPY FOUNDATION INC. is to provide support, education, and resources to underprivileged and/or disadvantaged women by raising awareness of the issues affecting this population and providing tools for personal and professional advancement, mental health, and community through online and in-person courses, workshops, events, and activities.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS OF BUSINESS**

The initial principal office and mailing address of business of this corporation is: 691 E 35th Street, Hialeah, FL 33013.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the initial registered office of this corporation is: GUIANEYA DIAZ, 691 E 35th Street, Hialeah, FL 33013.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE SEIZING HAPPY FOUNDATION INC.**

**ARTICLE VI
INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3). The name and address of the initial Directors are as follows:

- 1): Director; President:
GUIANEYA DIAZ, 691 E 35th Street, Hialeah, FL 33013
- 2): Director; Vice President:
ARJENA VALLS, 1715 Wiley Street Apt. 18, Hollywood, FL 33020
- 3): Director; Treasurer:
PABLO ULLOA, 10405 Sunrise Lakes Blvd Apt 103, Sunrise FL 33322

**ARTICLE VII
MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be provided in the bylaws.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Amended and Restated Articles of Incorporation as Sole Incorporator is GUIANEYA DIAZ, 691 E 35th Street, Hialeah, FL 33013.

**ARTICLE IX
LIMITATIONS:**

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE SEIZING HAPPY FOUNDATION INC.**

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 X
DISTRIBUTION 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 has executed these Amended and Restated Articles of Incorporation this 5th day of August 2020.

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 August 5th 2020

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)

GUIANEYA DIAZ

(Typed or printed name of person signing)

Director

(Title of person signing)