

715526

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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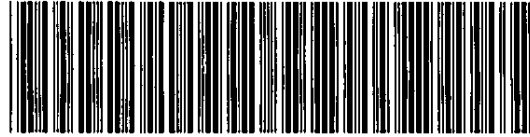
(Business Entity Name)

(Document Number)

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LAURA E. BURGESS
Direct: (954) 780-5577
Email: lburgess@bergerfirm.com

September 8, 2014

VIA U.S. MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: In Response to Letter # 214A00017543

To Whom It May Concern:

Included in this packet are Restated and Amended Articles of Incorporation for Light of Sivananda Valentina, Inc., a Florida Not-for-Profit Corporation. Document Number: 715526 and FEI/EIN Number: 596215230.

Pursuant to your response to our request to file Restated and Amended Articles of Incorporation, you will find included in this packet the certificate setting forth that all of the amendments required member approval and all of the amendments have received the requisite member approval. That certificate has been signed by the Treasurer of the Corporation, Katharina Allison, who has authority to do so.

The original incorporators ***have not*** been amended. The name ***has not*** been amended.

The amendments, duly adopted on July 19, 2014 by the members with the requisite number of votes for approval, are as follows:

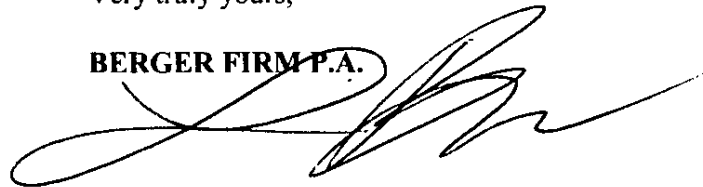
- 1) The principal and mailing address of the corporation was updated to 3475 Royal Palm Avenue, Miami Beach, FL 33140, currently found in Article V.
- 2) The current Directors of the corporation were added to Article VII.
- 3) The number of persons on the Board of Directors was amended from “not less than three (3), nor more than nine (9)” in Article VIII to “no less than three (3), but no more than five (5)” in Article VII.

- 4) The registered agent and office was updated to 3176 Prairie Avenue, Miami Beach, FL 33140 in Article V. Included in this packet is Katharina Allison's acceptance of the title and duties of the Registered Agent.
- 5) Article IX of the original Articles of Incorporation was amended for clarity purposes and is included in the Restated and Amended Articles of Incorporation in its new form in Article X.
- 6) The following is a list of the individual articles and what they contain (**Articles that have been amended or added are in bold**):
 - a. Article I: Name
 - b. Article II: Purpose
 - c. Article III: Membership
 - d. Article IV: Purpose
 - e. **Article V: Principal and Mailing Address**
 - f. Article VI: Management
 - g. **Article VII: Board of Directors**
 - h. **Article VIII: Registered Agent and Address**
 - i. Article IX: Initial Incorporators
 - j. **Article X: Bylaws**
 - k. Article XI: Amendments
 - l. Article XII: Dividends
 - m. Article XIII: Dissolution
 - n. Article XIV: Organization

Please do not hesitate to contact us at the phone number above if there are any issues whatsoever or if anything else is required to have this document filed.

Very truly yours,

BERGER FIRM P.A.



Laura E. Burgess, Esq.
FOR THE FIRM

cc: Client via e-mail



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
14 SEP 11 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

August 14, 2014

BERGER FIRM, PA
% LAURA E. BURGESS, ESQ.
2410 HOLLYWOOD BLVD
HOLLYWOOD, FL 33021

SUBJECT: LIGHT OF SIVANANDA VALENTINA, INC.
Ref. Number: 715526

We have received your document for LIGHT OF SIVANANDA VALENTINA, 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):

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.

Minutes or corporate resolutions are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 214A00017543

RESTATED AND AMENDED
ARTICLES OF INCORPORATION

Of

Light of Sivananda Valentina, Inc.

FILED
SECRETARY OF STATE
14 SEP 11 01 23 53

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned, being the Directors of Light of Sivananda Valentina, Inc., a Florida not for profit corporation (“the Corporation”), and desiring to restate and amend its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on November 7, 1968, Document Number 715526.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation on 7/19/14. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

I.

The name of the Corporation is:

LIGHT OF SIVANANDA VALENTINA, INC.

II.

The purpose or purposes for which the Corporation is formed are as follows:

The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes.

To conduct, study, and research in Eastern Philosophy and comparative Religion including but not limited to:

- a) The instruction of or training of individual members in the culture of Eastern peoples and countries, including the publishing, purchasing, and selling or other distribution of printed material and holding of exhibitions, displays, classes, and programs necessary to carry out said instruction and training.

- b) The instruction of the public in the culture of Eastern peoples and countries, including the publishing, purchasing, selling, or other distribution of printed material and the holding of exhibitions, displays, classes, and programs necessary to carry out said training.
- c) The carrying on of activities necessary to achieve and consistent with the purposes set forth above which are not in violation of the Laws of the State of Florida governing corporations not for profit.
- d) To buy, own, improve, sell, exchange, and lease real estate and interests in real estate in connection with, and to achieve for purposes consistent with, the purposes set forth above.

Provided always, however, that the Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized as described in section 501(c)(3) of the Internal Revenue Code.

III.

The conditions, terms, and qualifications required for membership and the manner of admission to membership shall be provided for in the Bylaws of the Corporation.

IV.

The term of the Corporation shall be perpetual.

V.

The Principal and Mailing Address of the Corporation is:

3475 Royal Palm Avenue
Miami Beach, FL 33140

VI.

- a) The affairs of the Corporation will be managed by the following officers: a President, one or more Vice Presidents, a Secretary, and a Treasurer.
- b) The above officers will be elected by the Board of Directors on an annual basis immediately following the annual meeting of members.

VII.

- a) The number of persons constituting the Board of Directors shall be fixed by the Bylaws of the Corporation, but shall be no less than three (3), but no more than five (5) persons.

- b) The Bylaws of the Corporation shall set forth the method of electing the Board of Directors.
- c) The names and addresses of the initial Directors following these Restated and Amended Articles of Incorporation are as follows:
 - 1. Jack Phelan
3475 Royal Palm Ave.
Miami Beach FL 33140
 - 2. Jean Pinder
284 Costa Bravo Dr.
Islamadora, FL 33036
 - 3. Tom Wise
22 S 1st St.
Ashland, OR 97520

VIII.

The street address of the Corporation's registered office is 3176 Prairie Avenue, Miami Beach, FL 33140. The name of the Corporation's registered agent at that address is Katharina Allison.

IX.

The names and addresses of the initial incorporators of the Corporation are as follows:

- 1. Sivananda Valentina
3475 Royal Palm Ave.
Miami Beach, Florida 33140
- 2. Mrs. Barbara Bolling
18973 Fruitport Rd.
Spring Lake, Michigan 49456
- 3. Mrs. Augusta Mandel
1921 Northeast 187th Dr.
North Miami Beach, Florida 33162
- 4. Mr. Peter Hamilton
4286 Magnolia Dr.
Palm Beach Gardens, Florida 33418

5. Mr. Jack Phelan
2424 Prairie Ave.
Miami Beach, Florida 33140

X.

The bylaws of the corporation shall be made, altered, or rescinded by:

- a) the affirmative vote of a majority of the members at any meeting of the members if notice of the proposed alteration, addition, or rescission is contained in the notice of meeting, OR
- b) by an affirmative vote of the majority of the Board of Directors, OR
- c) by the written consent of all of the Board of Directors.

Sections (a), (b), and (c) are effective, provided that:

- i. any bylaws made by the Board of Directors may be amended, changed, added to or rescinded by the affirmative vote of a majority of members entitled to vote at any meeting of members;
- ii. no change of the date for the annual meeting of members shall be made within thirty (30) days before the day on which such meeting is to be held, except with the written consent of, or by a resolution adopted by, all members entitled to vote at the annual meeting.

XI.

Amendments to these Articles of Incorporation may be proposed and adopted upon receiving at least two-thirds (2/3) of the votes of the members of the Corporation present at any meeting of members duly called and convened in accordance with the Bylaws of the Corporation.

XII.

The Corporation shall pay no dividends or distribute assets to any member, officer, or director, except that reasonable compensation may be paid to members, officers, and directors for services rendered.

XIII.

Upon dissolution of the Corporation its net assets, after payment of all costs and expenses of such dissolution, shall be distributed to the Nicholas Roerich Museum, Inc., New York, New York, provided, however, that the Nicholas Roerich Museum, Inc. must at that time be an organization exempt under Section 501(c)(3) of the Internal Revenue

Code of 1954. In the event that the Nicholas Roerich Museum, Inc. is not then in existence or is not an organization exempt under said Section 501(c)(3), then upon dissolution of the Corporation all of its net assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954. In no event shall any of the assets of the Corporation be distributed to any member, officer, or director of the Corporation.

XIV.

The Corporation shall be organized on a non-stock basis and shall not have or issue shares of stock.

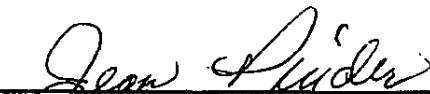
THIRD: Any amendments herein that required member or Board authorization have been so authorized by the necessary organ of the Corporation.

FOURTH: IN WITNESS WHEREOF, the undersigned, being all of the current, acting Directors of the Corporation, pursuant to the provisions of 617.1007 of the Florida Statutes, have respectively signed and executed this statement as of 7/19/14.

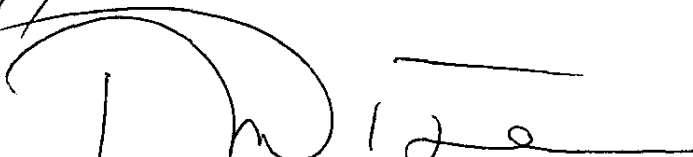
DIRECTORS



Jack Phelan



Jean Pinder

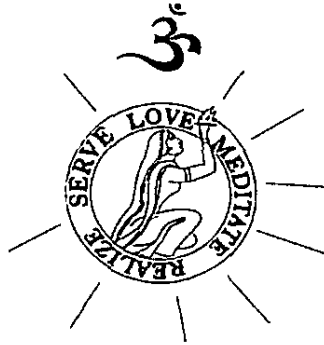


Tom Wise

The Light of Sivananda-Valentina

3475 Royal Palm Ave.
Miami Beach, FL 33140
U.S.A.

Secretary 305-904-5113
Lightsv@outlook.com
Web site <http://lightsv.org/>



SIVANANDA-VALENTINA
Founder

Daily classes in prayer,
study and meditation.

This Certificate hereby sets forth that:

Any and all Amendments in the Restated and Amended Articles of Incorporation for Light of Sivananda Valentina, Inc. have been duly adopted by the members of the corporation on July 19, 2014 and received the necessary two-thirds (2/3) member approval required for Amendments.

Dated: August 22, 2014

Signed:

A handwritten signature in black ink, appearing to be 'Katharina Allison', written over a horizontal line.

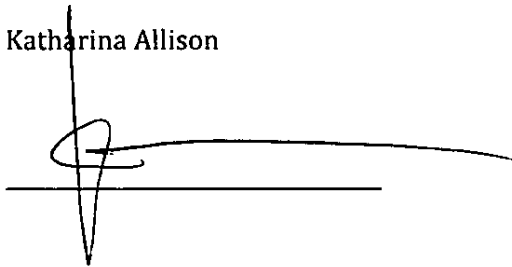
Katharina Allison, Treasurer, Member

To Whom It May Concern:

I, Katharina Allison, the current Registered Agent for Light of Sivananda Valentina, Inc., accept the responsibilities and duties of remaining in my capacity as the Registered Agent under the new Restated and Amended Articles of Incorporation for Light of Sivananda Valentina, Inc.

Dated: 07/14/2014

Katharina Allison

A handwritten signature in black ink, appearing to be 'Katharina Allison', is written over a horizontal line. The signature is stylized, with a large loop at the beginning and a long horizontal stroke extending to the right.