

735944

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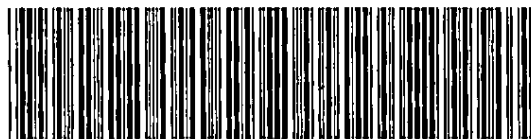
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MAR 23 2019
S. YOUNG

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MAR 14 PM 4:31
TALLAHASSEE, FLORIDA

LEWIS W. FISHMAN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR AT LAW
7700 NORTH KENDALL DRIVE
SUITE 408
MIAMI, FLORIDA 33156

LEWIS W. FISHMAN
FLORIDA BAR BOARD CERTIFIED IN HEALTH LAW

TELEPHONE 305-670-2100

March 13, 2019

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Articles of Incorporation Amendments – Yoga Research Foundation,
Inc. Document No. 735944

To Whom It Concerns:


Enclosed please find the Certificate Relative to the filing of Amended and Restated Articles of Incorporation for Yoga Research Foundation, Inc., together with the Amended and Restated Articles of Incorporation.

In furtherance thereof, enclosed please find my check in the amount of \$78.75, representing the \$35.00 amendment filing fee; the \$35.00 change of Registered Agent designation fee; and \$8.75 for a Certified Copy of the Amended and Restated Articles of Incorporation.

Please proceed to file the Amended and Restated Articles of Incorporation of record, and return the Certified Copy to the undersigned at the above address, or by email to lwfpai@aol.com.

If you have any questions please let me know.

Cordially,


Lewis W. Fishman

LWF:
Encls.

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF YOGA RESEARCH FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida non-profit corporation, files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of Yoga Research Foundation, Inc., Charter No. 735944, appended hereto, contain amendments to Articles VI, VII, VIII, IX, X, XI, XII, XIII, XIV, XV, XVII, XVIII and XIX, and the renumbering of Article XVI.
2. The Board of Directors approved the amendments to and the Amended and Restated Articles of Incorporation on March 13, 2019.
3. There are no legal Members of the Corporation.
4. The name of the Corporation is Yoga Research Foundation, Inc.
5. Article VI is deleted in its entirety.
6. Article VII is amended to read as follows:

**ARTICLE VII
DIRECTORS**

The number of Directors of the Corporation shall be three (3). Swami Jyotirmayananda and Arati Phillips shall have life tenure as Directors, as long as they are legally competent. All other Directors and any replacement Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

7. Article VIII is deleted in its entirety.
8. Article IX is deleted in its entirety.
9. Article X is renumbered as Article VI and is amended to read as follows:

**ARTICLE VI
MEMBERSHIP**

There shall be no Members of the Corporation.

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10. Article XI is deleted in its entirety.
11. Article XII is renumbered as Article VIII.
12. Article XIII is deleted in its entirety.
13. Article XIV is deleted in its entirety.
14. Article XV is renumbered as Article IX and amended to read as follows:

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

15. Article XVI is renumbered as Article XI.
16. Article XVII is deleted in its entirety.
17. Article XVIII is renumbered as Article X and amended to read as follows:

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the object and purposes herein set forth, all the business, property, and assets of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, go and be distributed to such other non-profit organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code dedicated to the studies of Yoga and Vedanta Indian Philosophy, as may be selected by the then Board of Directors. Any such assets not disposed of in accordance with the foregoing shall be transferred and conveyed to a tax-exempt entity operating for charitable, educational and scientific purposes similar to the Purposes of the Corporation; or otherwise shall be distributed for one or more exempt purposes to an organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code, in accordance with the Florida Not-for-Profit Corporations Act. Any such assets not disposed of in accordance with the foregoing shall be disposed of by a court of competent jurisdiction within the jurisdiction of the Corporation exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes.

18. Article XIX is renumbered as Article XII and amended to read as follows:

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent
is:

*Lewis W. Fishman
7700 North Kendall Drive
Suite 408
Miami, FL 33156*

19. These Amended and Restated Articles of Incorporation of Yoga Research Foundation, Inc. were approved by the Board of Directors on March 13, 2019 at a meeting at which a quorum was present, and the number of votes cast (unanimous) were sufficient for approval. There are no legal Members of the Corporation.

YOGA RESEARCH FOUNDATION, INC.
By: 
Paul L. Callan
Secretary

Date: March 13, 2019

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YOGA RESEARCH FOUNDATION, INC.**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation shall be:

YOGA RESEARCH FOUNDATION, INC.

and its location shall be 5691 S.W. 102nd Avenue, Miami, FL 33173.

**ARTICLE II
DURATION**

The period of duration of this non-profit Corporation shall be perpetually.

**ARTICLE III
PURPOSE**

The business and purpose of this Corporation shall be to promote understanding of the unity of life among all people, regardless of race, sect, creed and sex, and also to promote harmony among all religions by emphasizing the fundamental unity of all prophets, saints, sages and teachers. To help suffering humanity by teaching higher moral standards, prayers and meditation. To give regular classes in the teaching of Yoga, Vedanta and Indian Philosophy. To promote universal peace and universal love. To promote cultural growth of humanity on the basis of everlasting spiritual value of life. To teach Yoga exercises and to promote health and diet, and to print and publish literature on Yoga and Vedanta Philosophy and related subjects.

**ARTICLE IV
NON-STOCK CORPORATION**

The Corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

**ARTICLE V
NEGATION OF PECUNIARY GAIN**

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its net earnings shall inure to the

benefit of any members, director or individual. The balance, if any, of all monies received by the Corporation from operations after payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, educational purposes, and the specific goals of the Corporation as stated in these Articles of Incorporation's purpose clause.

ARTICLE VI **MEMBERSHIP**

There shall be no Members of the Corporation.

ARTICLE VII **DIRECTORS**

The number of Directors of the Corporation shall be three (3). Swami Jyotirmayananda and Arati Phillips shall have life tenure as Directors, as long as they are legally competent. All other Directors and any replacement Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII **BOARD OF ADVISORS**

The Board of Directors will select a Board of Advisors of five (5) persons who shall advise the Directors and Officers in the best manner available to reach the objective of the Corporation. These Board of Advisors shall not have a management function, nor shall they, members of said Board of Advisors be considered administrators of the Corporation in any form or manner.

ARTICLE IX **AMENDMENTS**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE X **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the object and purposes herein set forth, all the business, property, and assets of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, go and be distributed to such other non-profit organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code dedicated to the studies of Yoga and

Vedanta Indian Philosophy, as may be selected by the then Board of Directors. Any such assets not disposed of in accordance with the foregoing shall be transferred and conveyed to a tax-exempt entity operating for charitable, educational and scientific purposes similar to the Purposes of the Corporation; or otherwise shall be distributed for one or more exempt purposes to an organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code, in accordance with the Florida Not-for-Profit Corporations Act. Any such assets not disposed of in accordance with the foregoing shall be disposed of by a court of competent jurisdiction within the jurisdiction of the Corporation exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes.

ARTICLE XI

INCORPORATOR

For historical purposes, the names and addresses of the Incorporators are as follows:

Swami Jyotirmayananda
6111 SW 74th Avenue
Miami, FL 33143

Michael Charles Phillips
6111 SW 74th Avenue
Miami, FL 33143

Leonor E. Jyotirmayananda a/k/a Swami Lalitananda
6111 SW 74th Avenue
Miami, FL 33143

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The name and business office in this State of the Corporation's Registered Agent is:

Lewis W. Fishman
7700 North Kendall Drive
Suite 408
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned, being the President of Yoga Research Foundation, Inc., has executed these Amended and Restated Articles of Incorporation as of this 13 day of March, 2019.

YOGA RESEARCH FOUNDATION, INC.

By: Swami Jyotirmayananda
Swami Jyotirmayananda, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 13 day of March, 2019, by Swami Jyotirmayananda, President of Yoga Research Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced US Passport, as identification.



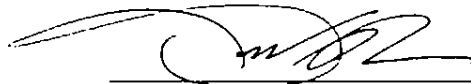
KEITH R. HOELZEL
MY COMMISSION # FF 965122
Expires February 28, 2020
Providing Notary Services

Keith R. Hoelzel
Notary Public
Printed Name of Notary

My Commission Expires: 2/28/2020

ACCEPTANCE OF REGISTERD AGENT

The undersigned, Lewis W. Fishman, does hereby accept appointment as the Registered Agent for Yoga Research Foundation, Inc., and agrees to act in said capacity. The undersigned further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with accept the obligation of my position as Registered Agent.



Lewis W. Fishman

03/13/2019

Date