

# NOI 000003325

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Division of Corporations  
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BASIC AMENDMENT

B.A.D.D., INC.

Certificate of Status	0
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*Amended & Restated*  
*Art.*  
*08/26/02*

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 23, 2002

B.A.D.D., INC.  
5040 N.E. 13TH AVE  
OAKLAND PARK, FL 33334

SUBJECT: B.A.D.D., INC.  
REF: N01000003325

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.

Please accept our apology for failing to mention this in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

SIMPLY ELIMINATE ARTICLE XI FROM THE AMENDED AND RESTATED ARTICLES. IT IS NOT REQUIRED/

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000184225  
Letter Number: 702A00049670

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 21, 2002

B.A.D.D., INC.  
5040 N.E. 13TH AVE  
OAKLAND PARK, FL 33334

SUBJECT: B.A.D.D., INC.  
REF: N01000003325

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.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please entitle your document Amended and Restated Articles of Incorporation.

PLEASE REMOVE THE SECOND PARAGRAPH SINCE IT REFERS TO FILING ARTICLES OF INCORPORATION.

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) 245-6880.

\* Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000184225  
Letter Number: 202A00049272

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DIVISION OF CORPORATIONS  
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H02000184225

Amended and Restated  
**ARTICLES OF INCORPORATION OF  
B.A.D.D., INC.**

The following provisions of the Articles Of Incorporation of B.A.D.D., Inc, a Florida corporation (the "Corporation"), originally filed with the Department of State on May 11, 2001, under document number N01000003325, be and they are hereby amended as shown below:

**ARTICLE I**  
**NAME**

Section 1.1. The name of the corporation is **B.A.D.D., INC.** (the "Corporation").

**ARTICLE II**  
**DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III**  
**NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV**  
**PURPOSE**

Section 4.1. The specific purposes for which the Corporation is organized are to foster and administer charitable and educational services as outlined in the bylaws of the corporation and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Prepared By:  
Ingrid Bachelor CPA  
License No. AC-0032360.  
10235 W Sample Rd. Suite 205  
Coral Springs, FL 33065  
Telephone: 954-752-2758

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or 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, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a 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 in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not 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 federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments 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 federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

## **ARTICLE V**

### **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

## **ARTICLE VI**

### **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

Gregg M. Docktor	5040 NE 13 <sup>th</sup> Ave Oakland Park, Florida 33334
Dawn Docktor	5040 NE 13 <sup>th</sup> Ave Oakland Park, Florida 33334
Scott Thomas	5854 NW 65 <sup>th</sup> Terr Parkland, Florida 33067
Ron Catronio	5237 NW 98 <sup>th</sup> Lane Coral Springs, Florida 33076

#### **ARTICLE VII** **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

5040 NE 13<sup>th</sup> Ave  
Oakland Park, Florida 33334

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

#### **ARTICLE VIII** **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

Name  
Scott Thomas

Address  
5854 NW 65<sup>th</sup> Terr  
Parkland, Florida 33067

**ARTICLE IX**  
**AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X**  
**BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

The foregoing amendment was approved by a Consent Action by the membership of this Corporation dated the 16<sup>th</sup> day of August 2002, which membership consists of the Board Of Directors of the Corporation serving from time to time. The number of votes cast by the membership in favor of the foregoing amendment was sufficient to approve the forgoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this corporation has executed these Articles of Amendment on this 25 day of August, 2002

PRESIDENT:

  
\_\_\_\_\_  
Scott Thomas



402000184225

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

B.A.D.D., Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 5040 NE 13<sup>th</sup> Ave, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: 8/23/02

Scott Thomas  
Scott Thomas

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