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*Amend  
1-15-08*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ENCOURAGEMENT ENTERPRISES  
INTERNATIONAL INC.

DOCUMENT NUMBER: N03000002510

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

Please return all correspondence concerning this matter to the following:

William M. Shaheen, Esq.  
(Name of Contact Person)

LIBOW & SHAHEEN LLP  
ATTORNEYS AT LAW  
3351 N.W. BOCA RATON BOULEVARD  
BOCA RATON, FLORIDA 33431

(City/ State and Zip Code)

For further information concerning this matter, please call:

JENNIFER AVERY at (561) 367-7300  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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|---|--|---|--|

**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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ENCOURAGEMENT ENTERPRISES INTERNATIONAL INC.  
(Document Number of Corporation: N03000002510)**

*Pursuant to the provisions of sections 617.1001 and 617.1002, Florida Statutes, this Florida not for profit corporation adopts the following articles of amendment to its Articles of Incorporation, were filed on March 20, 2003:*

**Article I—Name.** The name of the Corporation is and shall remain Encouragement Enterprises International Inc.

**Article II—Amendment as to Principal Place of Business and Mailing Address.** The Corporation hereby amends its Articles of Incorporation to restate Article II thereof as to its principal place of business and mailing address, deleting said Article II in the entirety and replacing same with the following:

The Corporation's principal place of business and mailing address shall be as follows:

1601 N.W. 13<sup>th</sup> Street  
Boca Raton, FL 33486

**Article III—Amendment as to Purpose.** The Corporation hereby amends its Articles of Incorporation to restate Article III thereof as to its purpose, deleting said Article III in the entirety and replacing same with the following:

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation. The Corporation's primary purposes and missions shall include the provision of educational services to the general public on crime prevention; the provision of supplemental educational resources of underprivileged children, teenagers, and young adults; and the provision of educational, support, and transitional services to inmates of juvenile detention facilities, correctional institutions, and prisons.

No part of the net earnings of the Corporation shall inure to the benefit of (or be

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distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(b). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation to which contributions are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any action of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

**Article IV—Election of Directors.** The Corporation elects and appoints and shall continue to elect and appoint its Directors in accordance with the Corporation's By-Laws.

**Article V—Amendment as to Current Directors.** The Corporation hereby amends its Articles of Incorporation to restate Article V thereof as to its initial and current Directors, deleting said Article V in the entirety and replacing same with the following:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation, but may never be less than three (3). The election of Directors shall be done in accordance with the Corporation's By-Laws. The Directors shall be protected from personal liability to the fullest extent permitted by law. The names and addresses of the Corporation's Directors are as follows:

Fred DeFalco, Sr., Director and Chairman  
2499 Glades Road, Suite 313  
Boca Raton, FL 33431

Dorothy DeFalco, Director  
2499 Glades Road, Suite 313  
Boca Raton, FL 33431

Donna Manzella, Director  
2499 Glades Road, Suite 313  
Boca Raton, FL 33431

**Article VI—Registered Agent.** The Corporation's Registered Agent remains Fred DeFalco, Sr. as stated in the Corporation's Articles of Incorporation.

**Article VII—Incorporator.** The Corporation's incorporator was Fred DeFalco, Sr.

**New Article VIII—Dissolution.** The Corporation hereby amends its Articles of Incorporation to add the following new Article VIII thereto:

Upon the dissolution or winding upon of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation which has established its tax exempt status under Code Section 501(c)(3), and the primary purposes of which are substantially similar to the Corporation's purposes.

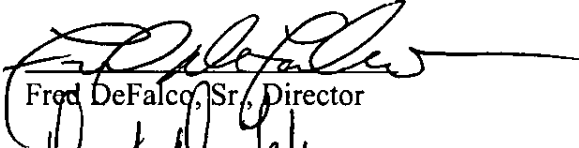
**Date of the Amendment.** The Directors of the Corporation adopted this Amendment on October 1, 2007.

**Adoption of the Amendment.** The Directors of the Corporation adopted this Amendment by unanimous vote and otherwise in a manner valid and sufficient for approval under the Corporation's By-Laws.

\_\_\_\_\_  
*[Balance of page intentionally left blank; signature blocks appear on following page.]*

**In Witness Whereof**, The undersigned has executed these Articles of Amendment to the Articles of Incorporation of Encouragement Enterprises International Inc. this 21<sup>st</sup> day of December, 2007, and hereby acknowledge that, in accordance with Chapter 617 of the Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.

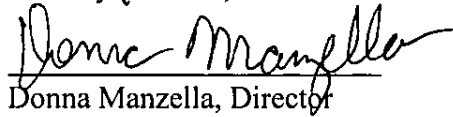
By:

  
Fred DeFalco, Sr., Director

By:

  
Dorothy DeFalco, Director

By:

  
Donna Manzella, Director