

N050000000954

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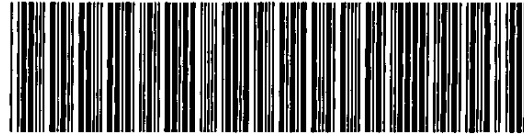
(Business Entity Name)

(Document Number)

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07 JUN -4 AM 12:57

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Karmapalooza, Inc.

DOCUMENT NUMBER: N05000000954

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

Please return all correspondence concerning this matter to the following:

Eden Goldman

(Name of Contact Person)

Karmapalooza, Inc.

(Firm/ Company)

1620 South Ocean Blvd. Suite #10-A

(Address)

Pompano Beach, FL 33062

(City/ State and Zip Code)

For further information concerning this matter, please call:

Eden Goldman

(Name of Contact Person)

at (305) 336-3129

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

Karmapalooza, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N05000000954

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

All Articles - Please See Attached Documents.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts(s) the following amendments to the Articles of Incorporation:

ARTICLE 1: NAME

The name of the corporation shall be: KARMAPALOOZA, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Karmapalooza, Inc.
1620 South Ocean Blvd. Suite #10-A
Pompano Beach, FL 33062

ARTICLE III: PURPOSE

The specific purpose for which the corporation is organized is:

This corporation is a charitable nonprofit corporation organized and operated exclusively to exclusively receive and administer funds for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(3).

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is:

This is a directorship corporation and the sole members of the corporation are its board of directors, and all members of the board of directors are elected by the majority vote of the directors.

ARTICLE V: INITIAL DIRECTORS/OFFICERS

Mr. Eden Goldman
1620 South Ocean Blvd. Suite #10-A
Pompano Beach, FL 33062

Mrs. Meredith Abrams
23016 Via Stel
Boca Raton, FL 33433

Ms. Frances Rhodis
8900 Collins Avenue #404
Surfside, FL 33154

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Eden Goldman
1620 South Ocean Blvd. Suite #10-A
Pompano Beach, FL 33062

ARTICLE VII: INCORPORATOR

The name and Florida street address of the incorporator is:

Eden Goldman
1620 South Ocean Blvd. Suite #10-A
Pompano Beach, FL 33062

ARTICLE VIII: IMMUNITY

Pursuant to the Florida Nonprofit Act: An officer or director of a nonprofit organization recognized under 501(c)(3) or 501(c)(4) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under 501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- (a) The officer or director breached or failed to perform his or her duties as an officer or director;
- (b) The officer's or directors breach of, or failure to perform his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly;
3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE IX: VARIOUS

- A. The property of this corporation is irrevocably dedicated to tax exempt purposes under said 501(c)(3) as described herein and no part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE X: DIRECTORSHIP CORPORATION

This corporation shall be a directorship corporation and the sole members of the corporation are its board of directors.

ARTICLE XI: DISSOLUTION

Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose. Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

EDEN GOLDMAN

Name

4/1/07

Date

Eden Goldman

Signature

PRESIDENT

Position/Title

The date of adoption of the amendment(s) was: April 1, 2007

Effective date if applicable: April 1, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Eden Goldman
(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.)

Eden Goldman

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35