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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23-08

Amended
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GRATITUDE CLUB, INC.

DOCUMENT NUMBER: N05000002331

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

Please return all correspondence concerning this matter to the following:

CRAIG R. HINRICHS

(Name of Contact Person)

GRATITUDE CLUB, INC.

(Firm/ Company)

715 APRICOT AVENUE SUITE C

(Address)

SARASOTA, FL 34237

(City/ State and Zip Code)

For further information concerning this matter, please call:

CRAIG HINRICHS

(Name of Contact Person)

at (941) 780-0445

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$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

GRATITUDE CLUB, INC.

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

N05000002331

(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)**

SEE ATTACHED ARTICLES OF AMENDMENT OF THE ARTICLES OF
INCORPORATION FOR GRATITUDE CLUB, INC.

(Attach additional pages if necessary)
(continued)

FILED
2008 Feb 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF GRATITUDE CLUB, INC.
(A FLORIDA NONPROFIT CORPORATION)**

Pursuant to the provisions of Section 617.1002 and Section 617.1006 of the Florida Statutes, the undersigned Florida nonprofit corporation (the "corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article III regarding corporate purposes is hereby deleted and replaced in its entirety to read as follows:

"The specific and primary purposes for which this Corporation is formed are:

- A. *The corporation is hereby organized and shall be operated exclusively for charitable, educational and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.*
- B. *Without limiting the generality of the foregoing, to establish, develop and operate a safe and clean space for support and recovery groups to hold their meetings.*
- C. *To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.*
- D. *To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.*
- E. *To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.*
- F. *All of the foregoing purposes shall be exercised exclusively for charitable, educational and religious purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws."*

2. Article IV regarding corporate powers is hereby deleted and replaced in its entirety to read as follows:

"The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as

may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- A. The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- B. The Corporation will not allow its members or directors to have a vested interest in its assets;
- C. The Corporation will not make any investments which would jeopardize its charitable purpose."

3. Article VI regarding corporate management shall hereby be deleted in its entirety.

4. Article VII regarding the Corporation's Board of Directors shall hereby be renamed "Board of Directors: Management of Corporate Affairs." The subject matter and contents of Article VII shall hereby be deleted and replaced in its entirety and shall read as follows:

"The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be six (6), provided, however, that such number may be increased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of two (2) years, at which time an election of Directors shall be held in accordance with the directives of the Bylaws. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of two (2) years until the next meeting for the election of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held as set forth in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous

vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:

*Brian Breen
4929 Brookmeade Dr.
Sarasota, FL 34232*

*Craig Hinrichs
715 Apricot Ave. Suite C
Sarasota, FL 34237*

*David Sutton
921 Faith Circle East #74
Bradenton, FL 34212*

*Denise Kasselmann
3947 Vana Dr.
Sarasota, FL 34241*

*Tim Garner
2740 Riverside Dr.
Sarasota, FL 34234"*

5. A new Article XIV is hereby created to read as follows:

"Article XIV: 501(C)(3) LIMITATIONS:

- A. CORPORATE PURPOSES: *Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).*
- B. EXCLUSIVITY: *The Corporation is organized exclusively for charitable, educational and religious purposes.*

- C. **NO PRIVATE INUREMENT:** *The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.*
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** *No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.*
- E. **DISSOLUTION:** *Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.*
- F. **PRIVATE FOUNDATION STATUS:** *In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.*

6. A new Article XV is hereby created to read as follows:

"Article XV: LIMITATION ON ACTIVITIES"

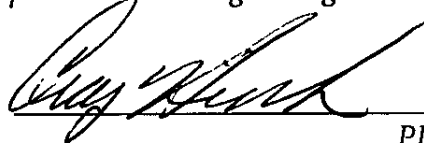
"No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes and to make payment and distributions in furtherance of the purposes set forth in Article III hereof. Nothing in these Articles of Incorporation restricts the Corporation from reimbursing the members for funds reasonably and in good faith borrowed by the Corporation or paying reasonable compensation for services performed."

DATE OF ADOPTION: These Articles of Amendment to the Articles of Incorporation of Gratitude Club, Inc is hereby adopted this 13 day of Feb, 2008.

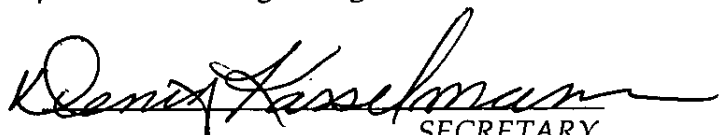
VOTE ON AMENDMENTS: These amendments were adopted by a unanimous vote of the Board of Directors evidenced by a certain RESOLUTION BY UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF GRATITUDE CLUB, INC., A FLORIDA NON-PROFIT CORPORATION.

CERTIFICATION

I, CRAIG HINRICH, President of Gratitude Club, Inc., hereby certify that these Articles of Amendment to the Articles of Incorporation of Gratitude Club, Inc. are duly adopted by the Board of Directors of the corporation at its meeting on 13 day of FEBRUARY, 2008 at which a quorum was present and voting throughout.


_____, PRESIDENT

I, DENISE KASSELMANN, Secretary of Gratitude Club, Inc., hereby certify that these Articles of Amendment to the Articles of Incorporation of Gratitude Club, Inc. are duly adopted by the Board of Directors of the corporation at its meeting on 13 day of FEBRUARY, 2008 at which a quorum was present and voting throughout.


_____, SECRETARY

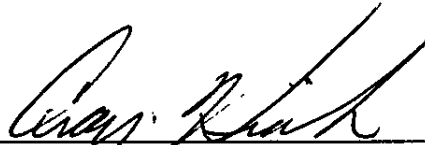
The date of adoption of the amendment(s) was: February 13, 2008

Effective date if applicable: February 15, 2008
(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



(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.)

CRAIG R HINRICHs

(Typed or printed name of person signing)

PRESIDENT, DIRECTOR

(Title of person signing)

FILING FEE: \$35