

N05000005358

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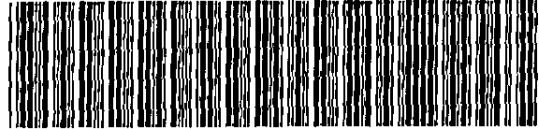
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL 11 PM 3:08

Amendment
07/19/05
DC



STEPHENS & ASSOCIATES, PLLC
Attorneys at Law

June 29, 2005

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL
32314

RE: Osa Institute for Biodiversity, Inc.
Document #: N05000005358

To Whom It May Concern:

I am writing to request changes and additions to the record of the above captioned non-profit corporation.

First, the organization has obtained its EIN number: 20-2892259 and request that this information be added to its file.

Second, the organization has also adopted amendments to the electronic articles of incorporation which are necessary for application to the Internal Revenue Service for 501(c)3 status.

Please find enclosed the Cover letter form, Articles of Amendment form, Complete revised copy of Articles of Amendment.

If any further information is needed, please contact me at (941)356-3069.

Sincerely,

Angelita Stephens
FL Bar # 460877

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Osa Institute for Biodiversity, Inc.

DOCUMENT NUMBER: N05000005358

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

Please return all correspondence concerning this matter to the following:

Angelita Stephens

(Name of Contact Person)

Stephens & Associates, LLC

(Firm/ Company)

507 49th Street East

(Address)

Bradenton, FL 34208

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Angelita Stephens

(Name of Contact Person)

at (941)

356-3069

(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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

OSA Institute for Biodiversity, Inc.

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

N05000005358

(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)**

Former Article 1 - amended to include title: "Name".

Former Article 2-amended to include title "Addresses".

Former Article 3 - amended to be be article 4, title and text completely replaced with "Non-Stock Corporation "title and text.

Former Article 4 - amended to include title and additional text necessary for 501(c) 3 exempt status

Former Article 5 Board of Directors amended to include title, directors remain the same, amended to include additional and revised text,

Former Article 4 renumbered to be Article 5 with additional text.

Former article 5 renumbered to be Article 6.

Article 7 - Amendments and 8 - Bylaws are added.

A COPY OF THE COMPLETE ARTICLES OF INCORPORATION AS REVISED IS ATTACHED HEREIN.

(REVISED/RENUMBERED/ADDED SECTIONS HIGHLIGHTED IN YELLOW.)

(Attach additional pages if necessary)
(continued)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED ARTICLES OF INCORPORATION
FOR
OSA INSTITUTE FOR BIODIVERSITY, INC.

ARTICLE I: NAME

The name of the corporation is: OSA Institute for Biodiversity, Inc.

ARTICLE II: ADDRESSES

2.1. The principal place of business address:

1114 Myrtle Street

Sarasota, FL 34234

2.2. The mailing address of the corporation is:

1114 Myrtle Street

Sarasota, FL 34234

ARTICLE III: NON-STOCK CORPORATION

The Corporation shall be organized on a non-stock basis under the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes. As such, the corporation has no authority to issue capital stock.

ARTICLE IV: PURPOSE

4.1 The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not-for-Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary and 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, or the corresponding article of any future federal tax code. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not-for-Profit Corporation Act, including, without limitation, to:

CONDUCT AND IMPLEMENT RESEARCH AND DEVELOPMENT
PROGRAMS THAT ENHANCE LOCAL AND WORLDWIDE
ENVIRONMENTAL AWARENESS AND SUSTAINABILITY THROUGH
CONSERVATION AND EDUCATION

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 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, attain any 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 and Regulations thereunder as the same now exist or as they may be hereinafter be amended, or the corresponding article of any future federal tax code or regulations.

Section 4.3

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, 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 one or more of the Corporation's exempt purposes in accordance with Section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as the same now exist or as they may be hereinafter be amended, or the corresponding article of any future federal tax code or regulations.

- a. No proceeds of this corporation will enrich any individual, except that reasonable compensation may be paid for services to the corporation.
- b. If the corporation is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax-exempt, charitable organization under the provisions of 501(c) (3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located.
- c. 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.
- d. 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.

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- e. The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
 - f. 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.
 - g. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986
 - h. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall 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 Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter, referred to as the "Board"), affiliated OSA Institute for Biodiversity, Inc. and appointed pursuant to the Bylaws of the Corporation.

Section 5.2 The Board shall consist of no less than three (3) directors. This number may be increased or decreased pursuant to the Bylaws of the Corporation.

Section 5.3 The Board shall conduct the affairs of the Corporation 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 no less than two (2) Directors are present. The affirmative vote of two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 5.3.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 5.3.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws
- 5.3.3. Organization of a subsidiary or affiliate by the Corporation.
- 5.3.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation

Section 5.4

The initial Board of Directors shall consist of the following members:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------|----------------|--|
| Kara Antinarelli | President | 1114 Myrtle Street Sarasota, FL 34234 |
| Peter Finch | Vice-President | 3600 Minton Avenue Sarasota, FL 34234 |
| Katie Chapman | Secretary | P.O. Box 158 Myakka City, FL 34251 |

ARTICLE VI: REGISTERED AGENT

The name and Florida street address of the registered agent is:

Kara Antinarelli
1114 Myrtle Street
Sarasota, FL 34234

ARTICLE VII. AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by the laws of the State of Florida and as proscribed in the Corporation's Bylaws.

ARTICLE VIII. BYLAWS

The Board of Directors of this Corporation shall adopt Bylaws for the governance of the 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.

ADOPTED THIS 22nd day of June, 2005, by board vote. The effective date of these amendments shall be that date on which this amendment is signed and duly recorded in the minutes of board, June 22, 2005.


Kara Antinarelli

June 22, 2005
Date

The date of adoption of the amendment(s) was: 6/22/05


Effective date if applicable: 6/22/05
(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.

Signed this _____ day of _____

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.)

Kara Antinarelli

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35