

N05000011561

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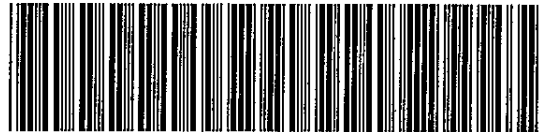
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TALLAHASSEE, FLORIDA

*Amend + Re-state*  
*4-10-06*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Red Zone Foundation, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** N05000011561

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward T. Yevoli, Esq.  
(Name of Contact Person)

Perlman, Yevoli & Albright, PL  
(Firm/Company)

1500 N. Federal Hwy., Ste. 250  
(Address)

Fort Lauderdale, FL 33304  
(City/State and Zip Code)

For further information concerning this matter, please call:

Edward T. Yevoli at ( 954 ) 566-7117  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
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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

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**RED ZONE FOUNDATION, INC.**  
**A Florida Not for Profit Corporation**

The undersigned, acting as President of a corporation pursuant to chapter 617 of Florida Statutes, acknowledges that the following are the Amended and Restated Articles of Incorporation of the Red Zone Foundation, Inc., a corporation pursuant to chapter 617 of Florida Statutes:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation is The Red Zone Foundation, Inc.

**ARTICLE II**

**ADDRESS**

The principal office of the Corporation is located at 8636 High Cay, West Palm Beach, Florida 33411. The mailing address of the Corporation is the same.

**ARTICLE III**

**REGISTERED AGENT**

The name of the registered agent of the corporation is Terance A. Redmond. The address of this registered agent is 8636 High Cay, West Palm Beach, Florida 33411.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes. The terms charitable and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code").

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Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

(a) To provide educational and motivational programs for children and young adults who reside in disadvantaged communities;

(b) To provide assistance for people with cancer in disadvantaged communities; and,

(c) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and,

(d) 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, institution, foundations, or governmental bureaus, departments or agencies;

provided, however, that notwithstanding the foregoing particular purposes found in this article, this Corporation shall not engage in any activity that may not be engaged in by a Corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE V**

### **DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The initial Directors are:

Terance A. Redmond  
8636 High Cay  
West Palm Beach, FL 33411

Katherine T. Jones  
1283 W. McKinley Ave, #6  
Sunnyvale, CA 94086

Michele Skolnick  
14837 Balgowan #101  
Miami lakes, FL 33016

## **ARTICLE VII**

### **501(c)(3) LIMITATIONS**

1. **Corporate Purposes.** Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

2. **Exclusivity.** The Corporation is organized exclusively for charitable and educational purposes.

3. **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, 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.

4. **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 any candidate for public office.

5. **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 an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **Private Foundation Provisions.** If this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the

Internal Revenue Code the following provisions apply:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.


(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VIII

### INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Amended and Restated Articles of Incorporation this 4<sup>th</sup> day of April, 2006.

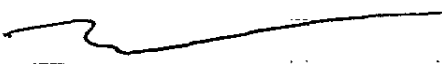
  
Terance A. Redmond, President

**AMENDED AND RESTATED OF ARTICLES OF INCORPORATION  
AND CHANGE OF REGISTERED AGENT  
FOR RED ZONE FOUNDATION, INC.**

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1. The name of the corporation is the Red Zone Foundation, Inc. (the "Corporation").
2. Attached to this certificate are the Amended and Restated Articles of Incorporation for the Red Zone Foundation, Inc.
3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.
4. The Amended and Restated Articles of Incorporation attached hereto were duly recommended and adopted by the resolution of all of the Board of Directors of the Corporation, which number is sufficient for approval, at a duly noticed meeting of such Directors on April 4<sup>th</sup>, 2006.
5. The Corporation has no members.
6. The Board of Directors is authorized to adopt such Amended and Restated Articles pursuant to Section 617.100A.
7. The Articles of Incorporation in effect as of this date are amended as attached hereto by amending and replacing the prior Articles, as amended, in their entirety.
8. The foregoing duly adopted Amended and Restated Articles of Incorporation of the Red Zone Foundation, Inc. shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, acknowledges and has executed this certificate this 4<sup>th</sup> day of April, 2006.

  
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Terance A. Redmond, President

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA