

Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000185163 3)))



H080001851633ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : SHUFFIELD LOWMAN
Account Number : I20030000118
Phone : (407) 581-9800
Fax Number : (407) 581-9801

2008 JUL 31 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

LORD THANK YOU, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

RECEIVED
2008 JUL 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend &
Resubmitted Articles
ALC

Electronic Filing Menu

Corporate Filing Menu

Help

No. 0174 P. 2
FILED

2008 JUL 31 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LORD THANK YOU, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

1. The current name of the corporation is LORD THANK YOU, INC.
2. The original Articles of Incorporation for the corporation were filed on May 31, 2006, effective May 29, 2006, and assigned Document No. N06000005786.
3. **NEW CORPORATE NAME: GIVE THE WORLD YOUR HEART, INC.**
4. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME**

The name of the Corporation shall be GIVE THE WORLD YOUR HEART, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be as follows:

640 Longmeadow Circle
Longwood, FL 32779

**ARTICLE III.
MAILING ADDRESS**

The mailing address of the corporation is as follows:

640 Longmeadow Circle
Longwood, FL 32779

**ARTICLE IV.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation commenced its corporate existence effective May 29, 2006, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V.
PURPOSES

The general purpose of this Corporation shall be to operate exclusively for charitable, religious, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purpose for which the Corporation is formed is to assist charitable organizations, as selected by the Board of Directors, and in the manner as directed by the Board of Directors, in ministering to and encouraging their communities, including, but not limited to, providing ways for all people to express gratitude and thankfulness to God.

ARTICLE VI.
GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

((H08000185163 3)))

(g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE VII. PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (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 the purposes set forth in Article IV hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to

influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VIII. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE IX. MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE X.
REGISTERED OFFICE AND AGENT

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

Bennett S. Masin
640 Longmeadow Circle
Longwood, FL 32779

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE XI.
BOARD OF DIRECTORS AND OFFICERS

The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws, provided however, the number of directors shall not be less than three (3). The names of the current directors and officers of this Corporation are:

Bennett S. Masin
640 Longmeadow Circle
Longwood, FL 32779

Director, President and
Treasurer

Melissa Masin
640 Longmeadow Circle
Longwood, FL 32779

Director, Vice President and
Secretary

Wayne Garber
255 Vista Oak Drive
Longwood, FL 32779

Director

Bobby Garfinkle, DMD
351 Vista Oak Drive
Longwood, FL 32779

Director

Laurence Brenner, M.D.
435 Palm Crest Lane
Lake Mary, FL 32746

Director

Jeff Campana
537 Fox Hunt Circle
Longwood, FL 32750

Director

ARTICLE XII.
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XIII.
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIV.
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-laws. If there are no members, then these Articles of Incorporation may be amended at any time by a resolution adopted by a vote of a majority of the directors.

ARTICLE XV.
HEADINGS, CAPTIONS AND DEFINITIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

References to "the Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

4. The Amendment was adopted on July 29, 2008.
5. The Amendment shall be effective immediately upon filing with the Florida Department of State.

6. The Amendment was adopted by the board of directors. There were no members or members entitled to vote on the amendment.

LORD THANK YOU, INC.

By: 
Bennett S. Masin, President