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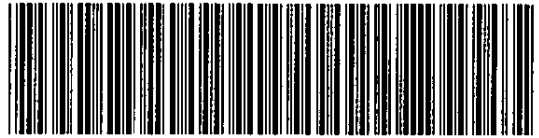
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Freedom Formula Foundation, Inc.

**DOCUMENT NUMBER:** N07000005403

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

Please return all correspondence concerning this matter to the following:

Susan F. Haines  
(Name of Contact Person)

Freedom Formula Fndn, Inc.  
(Firm/ Company)

7777 N. Wickham Rd, #12-118  
(Address)

Melbourne, FL 32940  
(City/ State and Zip Code)

freedomformula@cfl.rr.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan F. Haines at ( 321 ) 652-7509  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                          |                                                                        |                                                                                                                |                                                                                                                            |
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|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**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

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Articles of Amendment  
to  
Articles of Incorporation  
of

Freedom Formula Foundation, Inc.

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

N07000005403

(Document Number of Corporation (if known))

FILED  
2009 AUG 10 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

A. If amending name, enter the new name of the corporation:

SAME

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

SAME

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

SAME

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

SAME

SAME

New Registered Office Address:

(Florida street address)

SAME

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	SAME		<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Article 3 (changed in its entirety to the attached, starting with) "Exempt Purposes: Freedom

Formula Foundation promotes and conducts research in Electric and Alternative Fuel..."

Article 8 (add attached, starting with) "Political Gain: No substantial part of the activities..."

Article 9 (add attached, starting with) "Dissolution: Upon the dissolution of the corp..."

Article 10 (add attached, starting with) "Undistributed Income: The corporation will distrib..."

Article 11 (add attached, starting with) "Personal Gain: No part of the net earnings..."

Article 12 (add attached, starting with) "Excess Business Holdings: The Corporation..."

Article 13 (add attached, starting with) "Investments that Jeopardize Exempt Purposes:..."

Article 14 (add attached, starting with) "Taxable Expenditures: The Corporation..."

-- END OF AMENDMENTS --

Amendment to

**Articles of Incorporation for Freedom Formula Foundation, Inc.**

(Adopted July 31, 2009, submitted to State of Florida, 7 Aug 2009)

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

**Article 1 - NAME:** The name of the Corporation shall be Freedom Formula Foundation, Inc.

**Article 2 - Location:** The place in this state where the principal office of the Corporation is to be located is:

7777 N. Wickham Rd, #12-118, in the City of Melbourne, Brevard County.

**Article 3 - Exempt Purposes:** Freedom Formula Foundation promotes and conducts research in Electric and Alternative Fuel Vehicle Technology with the goal of making "non-petroleum powered" transportation more familiar, appealing and economically viable to vehicle users. The corporation pursues these purposes through research and development of design and component innovations applicable to new or existing vehicles and by conducting activities devoted to public outreach and education.

Freedom Formula Foundation, Inc. is organized exclusively for educational and scientific purposes, including, for such purposes, making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or applicable future tax code.

**Article 4 - Manner of Election:** Directors will be elected/appointed as stated in the Freedom Formula Foundation Bylaws.

**Article 5 - Initial Directors/Trustees:** The names and addresses of the persons who are the initial trustees of the corporation are:

Name: Susan F. Haines, Director. Address: 7777 N. Wickham Rd #12-118, Melbourne, FL 32940.

Name: Donald M. Haines, Director. Address: 7777 N. Wickham Rd #12-118, Melbourne, FL 32940.

**Article 6 - Registered Agent:** Susan F. Haines, 7777 N. Wickham Rd #12-118, Melbourne, FL 32940

I accept the designation as Registered Agent for Freedom Formula Foundation.

  
Susan F. Haines

**Article 7 - Incorporator:** The name and address of the incorporator is:

Susan F. Haines

7777 N. Wickham Rd #12-118

Melbourne, FL 32940

**Article 8 - Political Gain:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this corporation.

**Article 9 - Dissolution:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any applicable future tax 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 for such purposes or to such organization or organizations as said Court shall determine.

**Article 10 – Undistributed Income:** 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 applicable future tax code.

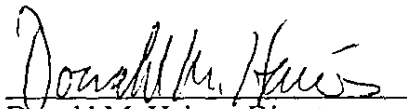
**Article 11 – Personal Gain:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that, in accordance with the corporation bylaws, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. 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 applicable future tax code.

**Article 12 – Excess Business Holdings:** 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 applicable future tax code.

**Article 13 – Investments that Jeopardize Exempt Purposes:** 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 applicable future tax code.

**Article 14 – Taxable Expenditures:** The Corporation will not make any taxable expenditure as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any applicable future tax code.

In witness whereof, we have hereunto subscribed our names this 31<sup>st</sup> day July 2009.

  
Donald M. Haines, Director

  
Susan F. Haines, Director