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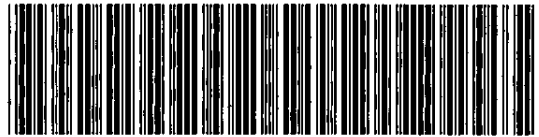
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Amend

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 17 2007

**COVER LETTER**

**TO: Amendment Section**  
**Division of Corporations**

**NAME OF CORPORATION:** Sham Rockers USA, Inc.

**DOCUMENT NUMBER:** N07000006762

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

Please return all correspondence concerning this matter to the following:

DIANE M. LYONS  
(Name of Contact Person)

Sham Rockers USA, Inc.  
(Firm/ Company)

88 Tall Trees Ct  
(Address)

Sarasota FL 34232  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Diane Lyons at (941) 321 6208  
(Name of Contact Person) (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

Sham Rockers USA, Inc.

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

N07000006762

(Document number of corporation (if known))

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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:

**NEW CORPORATE NAME (if changing):**

n/a

(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.

(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: 7-9-07

Effective date if applicable: \_\_\_\_\_ ?  
(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.)

DIANE M. LYONS  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**FILING FEE: \$35**

Articles of *Amendment* for ShamRockersUSA, Inc.  
a Florida non-profit corporation  
61-1532814

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article 1. Name

The name of the corporation is: ShamRockersUSA, Inc.

Article 2. Duration.

The corporation shall have perpetual duration.

Article 3. Purposes.

a) The Mission Statement of the corporation is as follows:

ShamRockersUSA, Inc., a Teen Running and Self-Esteem Club, was created to coach kids about the physical determination required to cross a Finish Line and the fiscal responsibility of covering their expenses through skilled fundraising. As the creator of the program, I believe kids will not only develop better physical habits but also a higher regard for themselves by becoming responsible young adults.

b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

c) Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on other activities not permitted to be carried on by 1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue

Law or 2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

Article 4. Subscribers.

~~The names and residence address of each incorporator are: Diane Lyons, 88 Tall Trees Court, Sarasota, Florida 34232.~~

Article 5. Board of Directors.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors shall be 3, or such greater or lesser number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected at the annual meeting of the corporation and shall serve for a term of one (1) year and until their qualification of their successors in office. The terms of directors shall be phased so that as nearly as possible one-half of the trustees shall have terms expiring and elected each year. The names and addresses of such first members of the Board of Directors are as follows: Diane Lyons as Board President, 88 Tall Trees Ct, Sarasota, FL 34232; Emily Moxom as Board Vice President and Secretary, 3432 Longmeadow Dr, Sarasota, FL 34232; Sue Haggard as Board Treasurer, 1481 Kingsdown Rd, Sarasota, FL 34243.

Article 6. Bylaws.

By-laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-laws or amendments thereto be made.

Article 7. Amendment to Articles of Incorporation.

The Articles of Incorporation may be amended by the members of the Board of Directors at any annual meeting or special meeting by a two-thirds vote of the members present.

Article 8.

Principal Office and Registered Agent.

The street and mailing address of the initial principal office of the corporation and the street address of the initial registered office of the corporation is 88 Tall

Trees Court, Sarasota, Florida 34232. The name of its registered agent at that address is Diane Lyons.

**Article 9. Disposition Upon Dissolution.**

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Trustees has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 of the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposed as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

WITNESS the hands and seal of the incorporators this \_\_\_\_ day of \_\_\_\_\_, 2007.