

N07000008417

(Requestor's Name)

Larson Accounting
8818 Commodity Cir Ste 40
Orlando, FL 32819

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

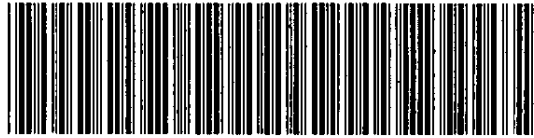
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TALLAHASSEE, FLORIDA

N07000008417
Amend
9/1/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UNITED HEARTS CHARITY, INC.

DOCUMENT NUMBER: N07000008417

The enclosed *Articles of Amendment* and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Milena Cavalcante Neal
(Name of Contact Person)

UNITED HEARTS CHARITY, INC.

(Firm/ Company)

9484 Boggy Creek Rd
(Address)

Orlando FL 32819 US
(City/ State and Zip Code)

For further information concerning this matter, please call:

Milena Cavalcante Neal at **(407) 947 2088**
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$43.75 Filing Fee & | 1:1 \$52.50 Filing Fee |
| | Certificate of Status. | Certified Copy | Certificate of Status |
| | | (Additional copy is | Certified Copy |
| | | enclosed) | (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2008

LARSON ACCOUNTING
8818 COMMODITY CIR., STE 40
ORLANDO, FL 32819

SUBJECT: UNITED HEARTS CHARITY INC.
Ref. Number: N07000008417

We have received your document for UNITED HEARTS CHARITY INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 108A00046944

Articles of Amendment
to
Articles of Incorporation
of

UNITED HEARTS CHARITY, INC.

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

N07000008417

(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)**

■ **ARTICLE 5 – NATURE OF THE CORPORATION**

The Corporation is a non-profit corporation. Upon the dissolution, all of the assets of the Corporation shall be distributed to the State of Florida or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more of the purposes that corporations are exempt under the Florida franchise tax.

■ **ARTICLE 6 – GENERAL PURPOSE**

The Corporation is organized exclusively for charitable, purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section (s) of any future federal tax code.

■ **ARTICLE 7 – SPECIFIC PURPOSES**

The specific purposes of UNITED HEARTS CHARITY, INC. are:

1. Fellowship

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TALLAHASSEE, FLORIDA

2. The collection of clothing and other goods.
3. The Distribution of clothing and other goods, Free of charge to indigent people in Brazil
4. To act with charitable concern for all people in need, regardless of race, social position, or religious affiliations;
5. Challenge our board, supporters, members
6. To engage in charity and social assistance activities.

■ ARTICLE 8 – POWERS

Unless otherwise provided in these Articles, the Corporation shall have all of the powers provided in the law. Moreover, the corporation shall have all the implied powers necessary and proper to carry out its express power. The corporation shall have no powers to take any action prohibited by the law.

■ ARTICLE 9 – LIMITS OF POWERS

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (C) (2) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Amendment or State law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not in furtherance of one or more exempt, purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general

purpose for which the Corporation was organized;

7. Permit any part of the net earning of the Corporation to insure the benefit of any member of the Corporation or any private individual;

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

■ ARTICLE 10 – NO PROFITS OR DIVIDENDS

No part of the net earnings of, **UNITED HEARTS CHARITY, INC.**, shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes set forth in the clause hereof.

■ ARTICLE 11 – BOARD OF DIRECTORS

The affairs of **UNITED HEARTS CHARITY, INC.**, shall be conducted by the Board of Directors which shall consist of 3 (three) members. The Directors themselves must possess the qualification of leaders. Directors, once in office, shall serve as long as they remain members, unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly carry out the purposes for which it is organized. Person so appointed shall have the duties set forth subject to the provision of Section 741.07, Florida Statutes, and to any rules which may be adopted by Directors. Once appointed they shall serve so long as they remain members, unless sooner removed as set forth herein.

The board of Directors shall be responsible for the maintenance discipline within the membership as well as for the maintenance of membership standards. If the Board of Directors, after due examination of all facts and circumstances, decide that a member no longer fulfills the requirements for membership, the member shall be notified and their membership terminated.

The board of Directors will make an effort to act unanimously. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated. If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President.

ARTICLE 12 – MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED – section 617.0202(d)

The directors will be elected by vote.

■ ARTICLE 13 – INITIAL REGISTERED OFFICE AND AGENT

The name of its initial registered agent is:

Caroline Larson

And the street address of the initial registered office of this Corporation is:

**8818 Commodity Cir Ste 40
Orlando, Florida, 32819 US**

■ ARTICLE 14 – CORPORATE OFFICERS

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:

Michael Branco
9484 Boggy Creek Rd
Orlando FL 32819 US

Vice-President:

Milena Cavalcante Neal
9484 Boggy Creek Rd
Orlando FL 32819 US

Secretary / Treasury:

Donald A Cameron
831 – A Mecca Dr.
Sarasota, Florida, 34743 US

■ ARTICLE 15 – BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the members of the Board Directors are:

Director President:

Michael Branco
9484 Boggy Creek Rd
Orlando FL 32819 US

Director Vice-President:

Milena Cavalcante Neal
9484 Boggy Creek Rd
Orlando FL 32819 US

Director Secretary/ treasury:

Donald A Cameron
831 – A Mecca Dr.
Sarasota – Florida, 34743 US

■ ARTICLE 16 – LIABILITY

A director is not liable to the Corporation or members for monetary damages for an actor omission in direct capacity as director except to the exempt otherwise provided by a Statute of the State of Florida.

■ ARTICLE 17 – INDEMNIFICATION

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

■ ARTICLE 18 – REFERENCES

All references in these Articles of Amendment to Statutes Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

■ ARTICLE 19 – BY LAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

■ ARTICLE 20 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

■ ARTICLE 21 – INCORPORATOR

The name and address of the person signing these Articles of Amendment and serving as the incorporator is:

Director Vice -President:
Milena Cavalcante Neal
9484 Boggy Creek Rd
Orlando FL 32819 US

■ ARTICLE 22- DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

■ ARTICLE 23- TAX-EXEMPT STATUS FOR EDUCATIONAL ASSOCIATIONS

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the Corporation under the section 501 (c) (3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current of accumulated, shall inure to the benefit of any private individual.

The date of adoption of the amendment(s) was: August 8th 2008

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 Milena Cavalcante Neal

(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.)

Milena Cavalcante Neal
Vice- President

FILING FEE: \$ 35