

1108000000602

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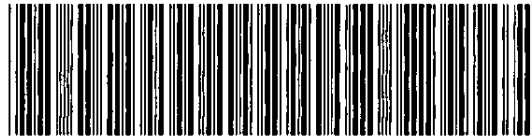
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RECEIVED
08 APR 22 AM 10:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 APR 22 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Goulette

APR 22 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 538207 81599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 22, 2008

ORDER TIME : 9:22 AM

ORDER NO. : 538207-005

CUSTOMER NO: 81599A

DOMESTIC AMENDMENT FILING

NAME: MARTIAL ARTS SUCCESS
FOUNDATION INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MARTIAL ARTS SUCCESS FOUNDATION INC**

FILED
08 APR 22 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator and President, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following as Amendments to the Articles of Incorporation of MARTIAL ARTS SUCCESS FOUNDATION INC filed with the State of Florida on January 22, 2008, under Document No. N08000000602

ARTICLE I: Article I shall remain the same.

ARTICLE II: Article II shall remain the same.

ARTICLE III: Article III shall be **amended** as follows: The specific purpose for which the corporation is organized as a non-profit corporation to exclusively receive and administer funds for charitable, education, and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Service (as amended) or the corresponding provision of any future United States Internal Revenue Law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(3). This corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law or, (b) 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 future United States Internal Revenue law.

ARTICLE IV: Article IV shall be **amended** as follows: The manner in which directors are elected or appointed is: This is a directorship corporation and the sole members of the corporation are its Board of Directors, and all members of the Board of Directors are elected by the majority vote of the Directors.

ARTICLE V: Article V shall remain the same.

ARTICLE VI: Article VI shall remain the same.

ARTICLE VII: Article VII shall be **amended** as follows:

Title: President/Director/Treasurer
FRANK SILVERMAN
9720 Covent Garden Drive
Orlando, Florida 32827 US

Title: Secretary
JOY ENGELKE
1559 Melanie Drive
Orlando, Florida 32825 US

Title: Director
MICHAEL METZGER
1969 South Alafaya Trail - #408
Orlando, Florida 32828

Title Director
DIANA METZGER
1969 South Alafaya Trail - #408
Orlando, Florida 32828

ARTICLE VIII: Article VIII shall remain the same.

There shall be added an Article IX, which shall read as follows:

ARTICLE IX: Dissolution: Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation corporation related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

There shall be added an Article X, which shall read as follows:

ARTICLE X: Immunity: Pursuant to the Florida Non-Profit Act: An officer or director of a non-profit organization recognized under §501(c)(3) or §501(c)(4) or §501(c)(6) of the Internal Revenue Code, as amended, or of an agricultural or a horticultural organization recognized under §501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

(a) The officer or director breached or failed to perform his or her duties as an officer or director; and

(b) The officer's or director's breach of, or failure to perform his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

There shall be added an Article XI, which shall read as follows:

ARTICLE XI:

Miscellaneous:

(a) The property of this corporation is irrevocably dedicated to tax exempt purposes under said §501(c)(3) as described herein and no part of the net income or net assets of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) This organization shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

MARTIAL ARTS SUCCESS
FOUNDATION INC


FRANK SILVERMAN, President/Director


MICHAEL METZGER, Director


DIANA METZGER, Director