

N 08000001441

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

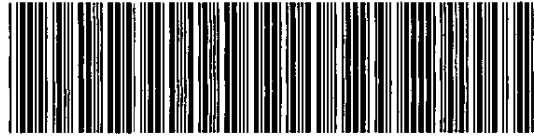
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McD

2/26/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Helpin Rainbow, Inc.

DOCUMENT NUMBER: N08000001441

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

Please return all correspondence concerning this matter to the following:

Rose-Marie McGomez

(Name of Contact Person)

Helping Rainbow, Inc.

(Firm/ Company)

8710 W Hillsborough Ave # 154

(Address)

Tampa, FL 33615

(City/ State and Zip Code)

info@helpingrainbow.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rose-Marie McGomez

(Name of Contact Person)

at (813) 325-2231

(Area Code & Daytime Telephone Number)

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

☒ \$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

Helpin Rainbow, Inc

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

N08000001441

(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:

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

Helping Rainbow, Inc.

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:

(Principal office address MUST BE A STREET ADDRESS)

N/A: It remains the same

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Box 91092

Lakeland, FL 33804

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:

N/A: It remains the same

New Registered Office Address:

N/A: It remains the same

(Florida street address)

_____, Florida
(City) (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

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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>
<u>S</u>	<u>Mike Wallace</u>	<u>8710 W Hillsborough Ave</u> <u>Ste. 154</u> <u>Tampa, FL 33615</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VP</u>	<u>Chirag Amin</u>	<u>5330 Spring Hill Dr</u> <u>Unit E</u> <u>Spring Hill, FL 34606</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>T</u>	<u>Terri Barnwell</u>	<u>8710 W Hillsborough Ave</u> <u>Ste. 154</u> <u>Tampa, FL 33615</u>	<input checked="" 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)

~ See Attached Articles marked as Exhibit "A" and Exhibit "B".

~ Also is attached the deletion of said individuals as Directors of the Board,

Marked as Exhibit "C" .

Please Add: Matthew Gamba as Vice Sect (VS)

His Mailing address is: 8710 W Hillsborough Ave, Tampa, FL 33615.

Article III is stricken in its entirety and the following is inserted therefore:

PURPOSE

This corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including without limitation, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall do all things necessary to carry out its business, subject to the limitations imposed by applicable law or these Articles, including without limitation, providing AIDS related services and other services consistent with these purposes. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Articles are amended by adding a new Article IX as follows:

LIMITATIONS

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 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 the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Articles are amended by adding a new Article X as follows:

DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions

Helping Rainbow Inc

{00020050.DOC;1}

Exhibit "A"

#N 8 8 8 8 8 1441

for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 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 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, which are organized and operated exclusively for such purposes.

Helping Rainbow, Inc
Exhibit "B"
N 0 8 0 0 0 0 1 4 4 1

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

[illegible]

The date of each amendment(s) adoption: 8/15/09
(date of adoption is required)

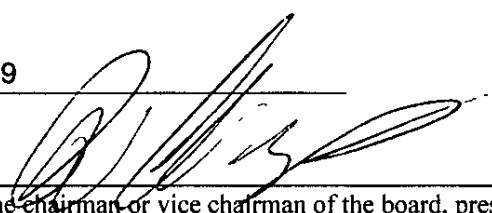
Effective date if applicable: 8/15/09
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/15/09

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)

Rose-Marie McGomez

(Typed or printed name of person signing)

President

(Title of person signing)