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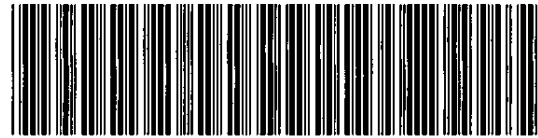
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Ant
laws 7/1/07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fighting For Children, Inc.

DOCUMENT NUMBER: N 0800000 2664

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

Please return all correspondence concerning this matter to the following:

Yolanda Moayed
(Name of Contact Person)

Fighting For Children, Inc.
(Firm/ Company)

2685 Ulmerton Rd., Ste 210
(Address)

Clearwater, FL 33762
(City/ State and Zip Code)

For further information concerning this matter, please call:

Yolanda Moayed at (727) 573-8589
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2008

YOLANDA MOAYEDI
2685 ULMERTON RD., STE 210
CLEARWATER, FL 33762

SUBJECT: FIGHTING FOR CHILDREN, INC.
Ref. Number: N08000002664

We have received your document for FIGHTING FOR CHILDREN, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

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: 208A00034227

RESTATED ARTICLES OF INCORPORATION
OF
FIGHTING FOR CHILDREN, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
DOCUMENT#: N08000002664

These Restated Articles of Incorporation were approved by a majority of the Board of Directors on May 19, 2008 pursuant to the provisions of section 617.1007, Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be:
Fighting For Children, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address shall be:
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986. In support of Foster Care organizations and adoption agencies in the U.S., Fighting For Children, Inc. seeks to provide awareness to the general public of the urgent need for adoptive homes across America for foster children of all ages, genders and ethnic groups with a primary focus on sibling groups.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of those purpose set for the above), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), 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.

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TALLAHASSEE, FLORIDA

- (c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall 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 section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
- (d) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- (e) Notwithstanding any other provisions of these Articles of Incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws.
- (f) No one will be denied services of the Corporation on the basis of race, color, national origin, sex, disability, family status, marital status, or religion. No one will be denied access to the services of the Corporation on the basis of race, color, national origin, sex, age, disability, family status, marital status, or religion.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE V - REGISTERED AGENT

The **name and address** of the registered agent is:

Yolanda Moayed
Fighting For Children, Inc.
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

ARTICLE VI - INCORPORATOR

The **name and address** of the incorporator is:

Yolanda Moayed
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

ARTICLE VII - DIRECTORS AND/OR OFFICERS

The name(s) and address(es) and specific title(s):

Yolanda Moayed
President, Treasurer, Director
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

Mehrdad Moayed
Vice President, Director
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

Kate Vaughn
Secretary, Director
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

Karen Harris
Director
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762


Lucianne Leighton
Director
2685 Ulmerton Rd., Ste 210
Clearwater, FL 33762

ARTICLE VIII - EFFECTIVE DATE

The effective date for this corporation shall be:


03/17/2008

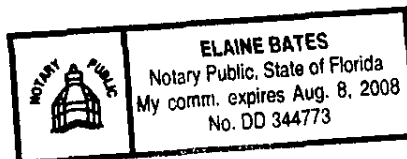
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of FIGHTING FOR CHILDREN, INC., on this 19th Day of May, 2008.


M. Yolanda Moayedí
President, Treasurer, Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of May, 2008, by MARIA YOLANDA MOAYEDI, as President, Treasurer & Director of FIGHTING FOR CHILDREN, INC., a Florida corporation not-for-profit, () who is personally known to me, or () who has produced FLDL [type of identification] as identification.


Signature of Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

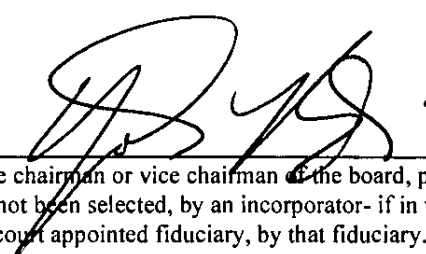
The date of adoption of the amendment(s) was: 5/19/08

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.)

Yolanda Moqyedi
(Typed or printed name of person signing)

President/Treasurer/Director
(Title of person signing)

FILING FEE: \$35