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TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Imagine...a better world, Inc.

DOCUMENT NUMBER: N08000004792

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

Please return all correspondence concerning this matter to the following:

Frances E. Sosadeeter, Secretary

(Name of Contact Person)

(Firm/ Company)

4048 Olive Ave.

(Address)

Sarasota, FL 34231

(City/ State and Zip Code)

Imagine.ABW@gmail.com

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

For further information concerning this matter, please call:

Frances E. Sosadeeter

(Name of Contact Person)

at (941) 921-3368

(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

Imagine...a better world, Inc.

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

N08000004792

(Document Number of Corporation (if known))

FILED
11 OCT 20 AM 11:04
SECRETARY OF STATE
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:

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

N/A

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

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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

New Registered Office Address:

(Florida street address)

N/A

(City)

Florida

(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

(Attach additional sheets, if necessary)

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached amended Articles of Incorporation.

The date of each amendment(s) adoption: Oct. 8, 2011

(date of adoption is required)

Effective date if applicable: Oct. 8, 2011

(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 OCTOBER 18, 2011

Signature Frances E. Spradeter

(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)

FRANCES E. SOSADEETER

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

ARTICLES OF AMENDMENT
TO

ARTICLES OF INCORPORATION
OF
IMAGINE...A BETTER WORLD, INC.

A FLORIDA CORPORATION NOT-FOR-PROFIT

The undersigned, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation and forms a not-for-profit corporation (the "Corporation"), as follows:

ARTICLE I
CORPORATE NAME

The name of this Corporation is: Imagine...a better world, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is: 4048 Olive Ave., Sarasota, FL 34231

The mailing address of this Corporation is: 4048 Olive Ave., Sarasota, FL 34231

ARTICLE III
CORPORATE NATURE

This is a corporation not for profit, organized solely for charitable purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSE

The specific and primary purposes for which this Corporation is formed are:

- A. To work in solidarity with people (especially women and children) and communities in need throughout the world to help them achieve self-reliance.
- B. The corporation is hereby organized and shall be operated exclusively for charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- D. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.
- E. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws.

ARTICLE VI

POWERS

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- A. The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- B. The Corporation will not allow its members or directors to have a vested interest in its assets;
- C. The Corporation will not make any investments which would jeopardize its charitable purpose.

ARTICLE VII

BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons. The number of Directors of the Corporation shall be not less than five (5), provided, however, that such number may be increased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall be elected and hold office as described in the Corporation Bylaws.

Annual meetings of the Board of Directors shall be held as set forth in the Corporation Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these amendments, who shall serve until their successor(s) are duly elected and qualified, are:

Beatriz E. Osorio, President	5259 Myrtlewood Sarasota, FL 34235
Monica P. Marino, Vice President	4061 Beneva Rd., Apt. 324 Sarasota, FL 34235
Frances E. Sosadeeter, Secretary	4048 Olive Ave. Sarasota, FL 34231
Pedro Melendez, Treasurer	3316 38th Terrace East

Bradenton, FL 34208

Board Member #5 - Currently vacant

ARTICLE VIII

MEMBERSHIP

This Corporation shall initially have no class of members. The Board of Directors shall have the authority by amendment to the Bylaws to create one or more classes of voting or non-voting members with such rights and qualifications as said Board shall so determine.

ARTICLE IX

501(c)(3) LIMITATIONS

- A. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate 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 by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- A. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.
- B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
- C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.
- D. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, 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 in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

- E. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE X

AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors.

ARTICLE XI

AMENDMENT TO BYLAWS

The initial Bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the Bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a two-thirds vote of the members of the Board of Directors.

ARTICLE XII

INCORPORATOR

The name and residence address of the Incorporator of this Corporation are as follows:

Name

Address

Articles of Incorporation
Imagine...a better world

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Revised & Adopted
October 8, 2011

Frances E. Sosadeeter

4048 Olive Ave.
Sarasota, FL 34231

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office shall be 4048 Olive Ave., Sarasota, Florida 34231 and the name of the initial registered agent at said address shall be Frances E. Sosadeeter.

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this _____ day of _____, 2011. Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

_____, Incorporator

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this _____ day of _____, 2011, by _____, as Incorporator and initial Registered Agent, who is personally known to me or who has produced Florida Driver's License, No. _____ as identification and who did not take an oath.

Notary Public – State of Florida

My Commission Expires:

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office shall be 4048 Olive Ave., Sarasota, Florida 34231 and the name of the initial registered agent at said address shall be Frances E. Sosadeeter.

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this ____ day of _____, 2011. Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

Beatriz F. Osorio
_____, Incorporator

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this 15th day of October, 2011, by Beatriz Osorio, as Incorporator and initial Registered Agent, who is personally known to me or who has produced Florida Driver's License, No. 0261 065 65 9160 as identification and who did not take an oath.

Cristina Cocomazzi
Notary Public - State of Florida

My Commission Expires: 8/16/2014

