

N080000006041

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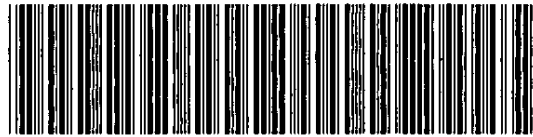
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2008 AUG 18 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB

8/20/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** BOHIO FOUNDATION, INC.

**DOCUMENT NUMBER:** N08000006041

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

Please return all correspondence concerning this matter to the following:

FRANTZ P VILCE

(Name of Contact Person)

(Firm/ Company)

1111 HYPOLUXO RD STE 209

(Address)

LANTANA, FL 33462

(City/ State and Zip Code)

For further information concerning this matter, please call:

FRANTZ P VILCE

(Name of Contact Person)

at ( 561 ) 847-1431

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

*Amended & Restated*  
ARTICLES OF INCORPORATION  
OF

BOHIO FOUNDATION, INC.

FILED  
2008 AUG 18 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves for the purpose of becoming a not-for-profit Corporation under the laws of the State of Florida and are therefore bound by State Statutes regulating information, liability, rights, privileges and immunities of a not-for-profit Corporation.

ARTICLE I  
Name of Corporation

The name of this corporation is BOHIO FOUNDATION, INC

ARTICLE II  
Purpose

This corporation is organized to exclusively for charitable, religious, educational, and scientific purposes under section 501 (c) (3) of the internal revenue code, or corresponding section of any future tax code.

In the pursuit of this goal, the Corporation can acquire, buy, hold, own, sell, exchange, convey, lease, or otherwise dispose of goods, chattels, effects and merchandise. It can also mortgage, lease, hypothecate, convey, exchange and dispose of lands and chattels. It may enter any transactions deemed lawful authorized by the Board of Directors.

ARTICLE III  
Corporate existence

This corporation shall exist for a perpetual period of time. It shall have offices throughout and outside the State of Florida.

ARTICLE IV  
By-Laws

By-laws of the corporation are to be made, offered, and rescinded by a majority of the qualified members of the organization, present and voting at a regular or special business meeting.

ARTICLE V  
Principal Place of Business

The initial place of business is **1111 Hypoluxo Rd Suite 209, Lantana, FL 33462**. The mailing address is the same as the principal place of business. The Board of Directors may from time to time move the principal office to any other address in Florida and establish branch offices at any other place within or without the State of Florida.

ARTICLE VI  
Dissolution

In the event of dissolution, the remaining or residual assets of BOHIO FOUNDATION, INC. shall be transferred to a not-for-profit organization qualified and in good standing under Section 501 (c) (3) of the internal revenue codes.

ARTICLE VII  
Prohibited Activities

Notwithstanding any other provisions of these articles, this corporation shall carry only activities permitted by (a) a corporation exempt from Federal Tax under Section 501 (c) (3) of the internal revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation's contribution which are deductible under section 170 (c) (2) of the Internal revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE VIII  
Initial Board of Directors

Initially, this corporation shall have five directors. The number of directors may increase depending on business needs, but may never be less than one. The directors shall hold office for the first year of existence of the corporation and until their successors are elected or appointed according to the by-laws. The name and address of the initial directors are as follows:

**Frantz P. Vilce, President**  
1111 Hypoluxo Rd  
Lantana, FL 33462  
(561) 582-5553

**Ronald Virgil, Director**  
7065 Westpointe Blvd, Ste 314  
Orlando, FL 32835  
(561) 582-5553

**Ady Jean Gardy, Director**  
1100 NE 125<sup>th</sup> St Apt 103  
N. Miami, FL 33161  
(786) 399-8534

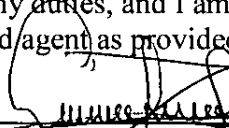
**Rosemond St-Fleur, Director**  
7848 Coral Blvd  
Miramar, FL 33023  
(786) 286-2812

**Mona Paraison, Director**  
3592 Cocoplum Cir  
Coconut Creek, FL 33063  
(954) 496-2210

ARTICLE IX  
Registered Agent

Frantz P. Vilce is the initial registered agent of the BOHIO FOUNDATION INC. and his office is located at 1111 Hypoluxo Rd, Ste 209, Lantana, Florida 33462.

Having been named as registered agent and to accept service of process for the above stated Corporation BOHIO FOUNDATION INC. INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in chapter 607, F.S.

  
\_\_\_\_\_  
Registered Agent's Signature

ARTICLE X  
Contracting Debts

An Officer, with the approval of the Board of Directors, can enter into contracts for the company. He/She can execute and deliver any commercial instruments in the name of and on behalf of the company.

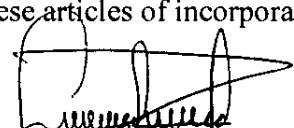
ARTICLE XI  
Director Liabilities

Liabilities arising from the normal course of business shall be borne by the company. Officers and Directors shall be indemnified for any out-of-pocket expenses and any other costs including personal defense lawyers' fees while being actively involved in the decisions of the company.

ARTICLE XII  
Amendment

These articles may be altered, amended or repealed and new articles may be adopted at any regular or special meetings of the Board of Directors and ratified by the majority of the shareholders.

These articles of incorporation have been executed on this eighth day of July 2008.

  
\_\_\_\_\_  
Frantz P. Vilce,

The date of adoption of the amendment(s) was: JULY 15, 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 \_\_\_\_\_

(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.)

FRANTZ P VILCE

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**FILING FEE: \$35**