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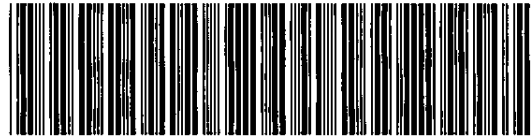
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SECRETARY OF STATE
PALM BEACH, FL 33401

14 SEP -3 PM 2:48

FILED

SEP 10 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gary Cogswell's "Remember the Children" Foundation, Inc.

DOCUMENT NUMBER: N08000007015

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

Please return all correspondence concerning this matter to the following:

Shobha Nagaprasanna, Esq.

(Name of Contact Person)

Panza, Maurer, & Maynard, P.A.

(Firm/ Company)

3600 N. Federal Hwy, 3rd Floor

(Address)

Ft. Lauderdale, FL 33308

(City/ State and Zip Code)

snagaprasanna@panzamaurer.com

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

For further information concerning this matter, please call:

Shobha Nagaprasanna at **954** **390-0100**

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

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

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

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
GARY COGSWELL'S
"REMEMBER THE CHILDREN" FOUNDATION, INC.

FILED

14 SEP -3 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be Gary Cogswell's "Remember the Children" Foundation, Inc.

ARTICLE II
PRINCIPAL ADDRESS

The corporation's principal address shall be 4860 N.W. 104th Lane, Coral Springs, Florida 33076.

ARTICLE III
PURPOSE

The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV
ELECTION OF DIRECTORS

The Directors named herein as the initial Board of Directors shall hold office until the first meeting of members, to be held on September 6, 2014, at 7:00 p.m., at the principal address of the corporation, or at such other location as may be determined by the initial Board of Directors, at which time the election of the first Directors of the corporation shall be held. The number of directors to be elected at said first meeting of members is Three (3).

Directors elected at the first meeting of members (organizational meeting), and at all times thereafter, shall serve a term of Two (2) years, until the second annual meeting of members follow the election of the initial Board of Directors, and until the qualification of successor Directors. There shall be no limit on the number of terms an individual may serve as a Director.

Annual meetings of member shall be held at or about the anniversary date of the formation of the corporation, at the principal office of the corporation, or at such other place or places as the board of Directors may designate from time to time by resolution.

The corporation is organized upon a nonstick basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a Board of Directors, elected as aforesaid, and composed of the members. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, shall be determined by the Board of Directors in the By-Laws.

ARTICLE V
BOARD OF DIRECTORS AND INITIAL DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by s Board of Directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a By-Law duly adopted pursuant to the By-Laws of this corporation.

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 and collectively consent in writing to such action. Such written consent or consent shall be filed with the Minutes of the proceedings of the Board, and any such action 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 the law that relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons to serve as the initial directors and officers are:

Judy Cogswell, Director and President: 4860 NW104th Lane, Coral Springs, FL 33076
Julie Corona, Director and VP: 9614 NW 27th Street, Coral Springs, FL 33065
Joanna Peros, Director and VP: 5900 SW 198th Terrace, South West Ranches, FL 33332

ARTICLE VI REGISTERED AGENT AND INITIAL OFFICE

The address of the corporation's initial registered office is 3600 N. Federal Hwy., 3rd Floor, Ft. Lauderdale, FL 33308, and the name of the initial registered agent at said address is Panza, Maurer, & Maynard, P.A.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is Panza, Maurer, & Maynard, P.A., 3600 N. Federal Hwy., 3rd Floor, Ft. Lauderdale, FL 33308.

ARTICLE VIII AMENDMENT

These Articles of Incorporation and the corporation's By-Laws may be amended in the manner provided by law. The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at an annual or special meeting, with not less than a majority vote of the members entitled to vote thereon. The members, at an annual or special meeting of members, or the Board of Directors, at a duly noticed meeting of the Board of Directors, or without a meeting, in accordance with the provisions of Article V above, may adopt, amend, alter, change or repeal the By-Laws, with not less than a majority of the members or Directors entitled to vote thereon.

ARTICLE IX CORPORATE DURATION

The corporation shall have perpetual existence and duration.

ARTICLE X
EFFECTIVE DATE

The effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE XI
PROVISIONS FOR COMPLIANCE WITH 26 USC SECTION 501(c)(1)

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, of the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditure as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

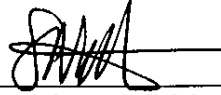
ARTICLE XII

The following articles have been amended and restated herein: Article 3, Article 4, Article 5, Article 6, and Article 7.

The foregoing Amended and Restated Articles of Incorporation of Gary Cogswell's "Remember the Children" Foundation, Inc., a Florida Non Profit Corporation, shall supersede the original Articles of Incorporation of Gary Cogswell's "Remember the Children" Foundation, Inc., and all amendments thereto.

The amendments were adopted by the Board of Directors as there are no members entitled to vote on amendments.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within the State of Florida, under the laws of the Florida, does make and file this Certificate, hereby declaring that the facts herein stated are true, and hereunto sets her hand and seal this 29th day of August, 2014



Panza, Maurer, & Maynard P.A.
Incorporator

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



New Registered Agent