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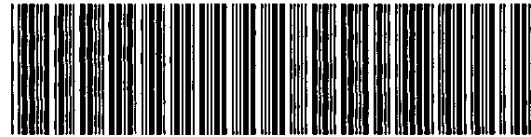
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amend
@ 9/17/10

Articles of Amendment
to
Articles of Incorporation
of

HIGH FIVES FOR HOPE, INC.

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

N08000011336

(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:

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)

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

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:

New Registered Office Address:

(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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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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input 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)

THE ARTICLES OF INCORPORATION ARE AMENDED TO REFLECT THE EXTENDED
ARTICLES UNABLE TO BE POPULATED THROUGH E-FILING. THE ATTACHED
ARTICLES PROVIDED HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS
AND REFLECT THE CORPORATION AND REQUIREMENTS NECESSARY OF A
501(c)3 NOT FOR PROFIT ORGANIZATION.

Amendment to The

Articles of Incorporation of High Fives for Hope, a Florida Not-For-Profit Corporation

The undersigned persons, acting as incorporators 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 the corporation.

ARTICLE I

The name of the corporation is High Fives for Hope, Inc.

ARTICLE II

The corporation shall have a perpetual duration.

ARTICLE III

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate exclusively for religious, scientific, educational and charitable purposes, as well as other charitable purposes, by the distribution of its funds for those purposes, and particularly for the advancement of cancer research, education, and awareness.
- (b) The general purposes for which this corporation is formed are to operate exclusively for religious, scientific, educational and charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. §501(c) (3), or corresponding provisions of any subsequent federal tax laws, including for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication, distribution of any statements, or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The street address of the initial registered office of the corporation is 5477 Baldwin Park St, City of Orlando, County of Orange, State of Florida.

The mailing address of the corporation is P.O. Box 141468, City of Orlando, County of Orange, State of Florida.

The name of its initial registered agent at that address is Mark A. Stiles, CPA.

ARTICLE V

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than 3; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Annual meetings of the corporation shall be held at a time and place designated by the Board of Directors by a bylaw duly adopted pursuant to the bylaws of the 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 the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the board of directors. Any certificate or document filed under any provision of law that relates to action taken in this manner 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 bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

ARTICLE VI

The names and residential addresses of the initial incorporators/directors of the corporation are:

Mark A. Stiles, CPA	5477 Baldwin Park St. Orlando, FL 32814
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ARTICLE VII

The board of directors shall elect the following officers: President, Vice-President, Secretary, Treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

President	Mark A. Stiles, CPA	5477 Baldwin Park St Orlando, FL 32814
Vice-President	Michael Flannery	1531 NW 6 th Avenue Gainesville, FL 32603
Secretary	Matthew Foreman, Esq.	4201 Tampico Trail, Spring Hill, FL 34607
Treasurer	James Simcoke	9 Battery St #9 Boston, MA 02109

ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the board of directors, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE X

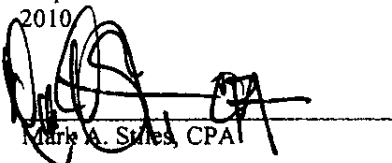
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. §501(c) (3), or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum.

The undersigned, being incorporator of this corporation, for the purposes of forming this not for profit charitable corporation under the laws of Florida, have executed these amended articles of incorporation on September 13,

2010


Mark A. Stiles, CPA

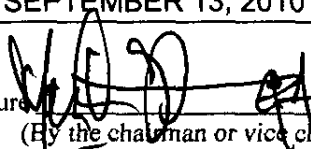
The date of each amendment(s) adoption: SEPTEMBER 13, 2010

Effective date if applicable: SEPTEMBER 13, 2010
(date of adoption is required)
(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 SEPTEMBER 13, 2010

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)

MARK A. STILES, CPA

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)