

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000104046 3)))



H110001040463ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 20 PM 3:32

COR AMND/RESTATE/CORRECT OR O/D RESIGN
SPENDFORED.ORG, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amended
Restated
10/4/2011

Electronic Filing Menu

Corporate Filing Menu

Help



April 20, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SPENDFORED.ORG, INC.
1101 BRICKELL AVE
PE SOUTH TOWER
MIAMI, FL 33131

SUBJECT: SPENDFORED.ORG, INC.
REF: N09000002345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H11000104046
Letter Number: 111A00009538

RECEIVED
11 APR 20 AM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H11000104046

**FIRST RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
SPENDFORED.ORG, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes governing not for profit corporation, SPENDFORED.ORG, INC., a not for profit corporation formed under the laws of the State of Florida, adopts the following First Restated and Amended Articles of Incorporation. This First Restated and Amended Articles of Incorporation hereby supersedes all prior Articles of Incorporation and amendments.

There are no members, and therefore, this instrument was approved and adopted by the Board of Directors on April 8, 2011.

Article 1.

The name of the corporation is **SPENDFORED.ORG, INC.**

Article 2.

This corporation is formed and organized for the following purposes.

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as hereafter amended from time to time (or the corresponding provision of any future United States internal revenue laws) ("**Internal Revenue Code**"). Notwithstanding any of the provisions in these First Restated and Amended Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under the Internal Revenue Code (whether under the current section 501(c)(3), its amendments, or future corresponding provision) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (whether under the current section, its amendments, or future corresponding provision).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Article 3.

First Restated and Amended
Articles of Incorporation

1 of 2

First Restated and Amended Art Inc022111a

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 APR 20 PM 3:32

H11000104046

411000104046

The manner of election and appointment of officers and directors is set forth in the bylaws of the corporation if adopted. If no bylaws is adopted then the manner shall be governed by the applicable statutes.

Article 4.

The corporation shall have one or more classes of members as the board of directors determines. The board of directors, by resolution, may create in its sole discretion one or more classes of members and define the rights, obligations, and benefits of each such class. If any class of members is created, no membership certificates shall be issued. Currently, the corporation does not have members.

Article 5.

The corporation shall be governed by Chapter 617 of the Florida Statutes applicable to not for profit corporations as hereafter amended from time to time.

Article 6.

The corporation shall indemnify, defend, and hold harmless each director and officer to the fullest extent permitted by applicable law and statutes.

Date: February 21, 2011.

President: 

Erik C. Sussman

First Restated and Amended
Articles of Incorporation

2 of 2

First Restated and Amended Art Inc023111a

411000104046