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Am Restated

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SEMV INC.

(A Florida Not-For-Profit Corporation)

Pursuant to the provisions of section 617.1006 and section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation, whose Articles of Incorporation ("Articles") were originally filed with the Florida Department of State on April 3, 2009, Document Number N09000003328, hereby amends and restates its Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SEMV INC., a Florida not-for-profit corporation (the "Corporation"). The principal office and mailing address of the Corporation is 1487 Second Street, Suite C, Sarasota, Florida 34236.

ARTICLE II - REGISTERED AGENT

(a) The street address of the Corporation's initial registered office is 1487 Second Street, Suite C, Sarasota, Florida 34236.

(b) The name of the Corporation's registered agent at that address is TRAVIS KINSEY.

ARTICLE III - PURPOSES; RESTRICTIONS

(a) Subject to the restrictions set forth in paragraph (b), the general purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No Member, Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV – DURATION

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V – POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE VI – MEMBERSHIP

(a) The Corporation shall have one class of Members.

(b) The rights of Members, and the qualification and designation of Members, shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII - DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation. The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

ARTICLE VIII - BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE IX – INDEMNIFICATION

Subject to limitations provided by law, every director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against

all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon a director or officer in connection with any proceeding to which a director or officer may be a party, or in which a director or officer may become involved, by reason of his or her being or having been a director or officer of this Corporation or of any corporation merged into it, whether or not he or she is a director or officer at the time such expenses are incurred. This right of indemnification shall be in addition to, and shall not be exclusive of, all other rights to which the director or officer may be entitled.

ARTICLE X – AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend, or repeal these Articles shall be vested in the Board of Directors.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

The Board of Directors of the Corporation adopted these Amended and Restated Articles of Incorporation on August 23, 2016.

Dated: August 25, 2016


Travis Kinsey, President

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.



Travis Kinsey, Registered Agent

Date: August 20, 2016