

NO9000003377

Paul Green
501 Edgewood Dr.
Melbourne, FL 32901

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

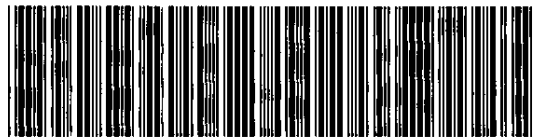
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



800155739938

05/11/09--01046--016 **43.75

FILED
09 MAY 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart
Teers
5-15-09

Filing fee and fee for stamped
certified copy. Thank you for your help
any questions Paul Green 321-216-6213

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHILDREN'S RAINBOW MOUNTAIN RETREAT, CORP.**

FILED
09 MAY 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of Children's Rainbow Mountain Retreat, Corp., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE I: The name of the Corporation is Children's Rainbow Mountain Retreat, Corp.

ARTICLE II: This amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the board of directors of the Corporation by Unanimous Written Consent executed on April 29, 2009, in accordance with Sections 617.0701, 617.0821 and 617.1007 of the Florida Not For Profit Corporation Act. There are no members entitled to vote.

ARTICLE III: The effective date of these amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE IV: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE V – PURPOSES

The purposes for which the Corporation is organized are:
to operate exclusively for charitable, religious, scientific testing for public safety, literary and educational purposes within the meaning of Section 501 (c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. Of the Florida Not For Profit Corporation Act that further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries where necessary to carry out the exempt purposes of the Corporation. Provided, however, that: (i) no part of the net earnings of the Corporation shall inure to the benefit of any Director, or other individual; (ii) no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the Corporation for each taxable year must be distributed at such time

and in such manner so as not to subject the Corporation to the tax imposed by Section 4942 of the Code; (v) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the Corporation to taxation under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the Code), and (vi) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Board of Directors that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In addition to the general purposes set forth above, the Corporation shall be more specifically organized and operated to provide children between the ages of three (3) and eighteen (18) (inclusive) with life threatening illnesses, special needs or severe trauma and their families the cost-free opportunity to visit and experience a retreat in the Smoky Mountains of Tennessee and the various attractions of that area. In this regard, the Corporation shall have the power to receive contributions and expend such monies for such purpose and make grants or distributions to any organization organized and operated exclusively for charitable, scientific, health, or educational purposes within the meaning of section 501(c)(3) of the Code whether such organization is within or without the United States of America. To the extent such grants or distributions are made to an organization without the United States of America, the Corporation will retain control and discretion regarding the use of its grants or other financial assistance.

In no event shall the Corporation engage in any activity that would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as hereafter amended, and the applicable rules and regulations there under.

The Corporation shall not be operated for the primary purposes of carrying on an unrelated trade or business as defined in Section 513 of the Code, and the applicable rules and regulations there under.

No compensation shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests: Accordingly, it shall not be operated for the benefit of private interests.

of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI – BYLAWS

The Bylaws of the Corporation may be amended, altered or rescinded by a majority vote of the Board of Directors in accordance with the Bylaws.

ARTICLE XII – AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII – DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XIV – REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this corporation shall be: Paul A. Green
501 Edgewood Dr. Melbourne, Florida 32901

ARTICLE VI – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII – BOARD OF DIRECTORS

The Corporation shall have at least five (3) directors but shall not have more than thirteen (13) directors, and the initial number of directors shall be three (3). The names and addresses of the persons who are to serve as directors until the next election under these Amended and Restated Articles of Incorporation are as follows:

Name: Address:

Paul A. Green 501 Edgewood Dr. Melbourne, FL 32901

Vicky Wilson 501 Edgewood Dr Melbourne, FL 32901

William Byrd Jr. 1850 Atlantic St #112 Melbourne Beach, FL 32951

ARTICLE VIII – MEMBERS

The Corporation shall have no members and shall not issue stock.

ARTICLE IX – MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members and whose replacement shall thereafter be named by the member of the Board of Directors as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

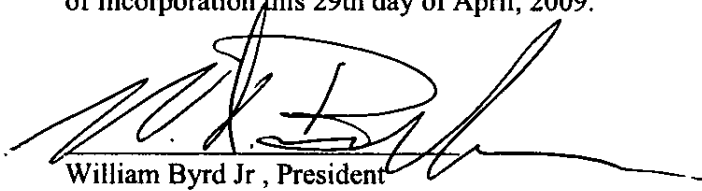
ARTICLE X – INDEMNIFICATION

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all

**ARTICLE XV – CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS**

The principal office address and mailing address of the Corporation shall be: 501 Edgewood Dr.
Melbourne, Fl. 32901

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles
of Incorporation this 29th day of April, 2009.

A handwritten signature in black ink, appearing to read 'W. Byrd Jr.', is written over a horizontal line. The signature is fluid and cursive, with a large loop at the end.

William Byrd Jr , President