

N09000004211

(Requestor's Name)

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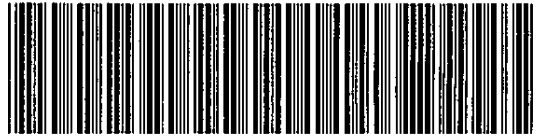
(Business Entity Name)

(Document Number)

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FILED  
09 JUN 15 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend.*  
*06/18/09*  
*DC*

**COVER LETTER**

**TO: Amendment Section**  
Division of Corporations

**NAME OF CORPORATION:** OH INSTITUTE, INC.

**DOCUMENT NUMBER:** N09000004211

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

Please return all correspondence concerning this matter to the following:

TIMOTHY J MCNAMARA

(Name of Contact Person)

OH INSTITUTE, INC.

(Firm/ Company)

PO BOX 611236

(Address)

ROSEMARY BEACH, FL 32461

(City/ State and Zip Code)

tim@tmcarch.com

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

For further information concerning this matter, please call:

Tim McNamara

(Name of Contact Person)

at ( 850 ) 231-7920

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$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

Articles of Amendment  
to  
Articles of Incorporation  
of

OH INSTITUTE, INC.

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

N09000004211

(Document Number of Corporation (if known))

09 JUN 15 AM 10:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

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:**

N/A

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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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:

N/A

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.

N/A

Signature of New Registered Agent, if changing

**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>
N/A	_____	_____	<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)*

ORIGINAL ARTICLES OF INCORPORATION FILED ON APRIL 29, 2009

TO BE AMENDED WITH THE ATTACHED AMENDED ARTICLES OF INCORPORATION

DATED JUNE 15, 2009.

SPECIAL PURPOSE OF ORGANIZATION REMAINS THE SAME, BUT IS CLARIFIED.

ALL OFFICERS/DIRECTORS REMAIN THE SAME

NAME, ALL ADDRESSES, REGISTERED AGENT, DIRECTORS, DIRECTOR'S

ADDRESSES REMAIN THE SAME.

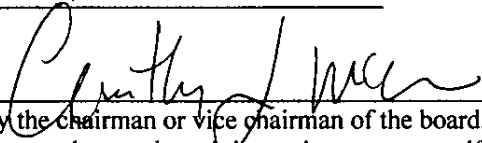
The date of each amendment(s) adoption: JUNE 15, 2009

Effective date if applicable: JUNE 15, 2009 *(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 JUNE 15, 2009

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)

TIMOTHY J MCNAMARA  
(Typed or printed name of person signing)

INCORPORATOR / PRESIDENT  
(Title of person signing)



ORIGINAL  
ELECTRONIC ARTICLES OF INCORPORATION  
FILED  
APRIL 29, 2009

DOCUMENT #: N09000004211

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**AMENDED**  
**(JUNE 15, 2009)**

ARTICLES OF INCORPORATION (AMENDED)

OF

**OH INSTITUTE, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE 1 NAME**

The name of the corporation shall be:

**OH INSTITUTE, INC.**

**ARTICLE 2 PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

**82 South Barrett Square, Suite 2i  
Rosemary Beach, Florida 32461**

The mailing address of this corporation shall be:

**Post Office Box 611236  
Rosemary Beach, Florida 32461**

**ARTICLE 3 PURPOSE**

The purpose for which the corporation is organized is as follows:

**OH INSTITUTE, INC.  
N09000004211**

Articles of Incorporation  
(AMENDED-JUNE 15, 2009)

The corporation shall be a nonprofit corporation under the provisions of the Florida Statutes. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501 (c )(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To actively undertake and operate charitable endeavors, including without limitation, to promote education through the creation of a school for the primary education of children.
- (b) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (c) To make distributions for other charitable purposes;
- (d) To receive and accept property, whether real personal or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and
- (e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Statutes (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this ARTICLE 3 and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE 4 MANNER OF ELECTION**

The manner in which the directors are elected is to be set forth in the corporation's bylaws.

**OH INSTITUTE, INC.  
N09000004211**

Articles of Incorporation  
(AMENDED-JUNE 15, 2009)

**ARTICLE 5 INITIAL DIRECTORS AND/OR OFFICERS**

The initial Directors of the corporation are:

**Timothy J. McNamara  
Post Office Box 6114236  
Rosemary Beach, Florida 32461**

**Paige McNamara  
Post Office Box 6114236  
Rosemary Beach, FL 32461**

**ARTICLE 6 INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

**Timothy J. McNamara  
118 Bridgetown Avenue  
Rosemary Beach, Florida 32461**

**ARTICLE 7 INCORPORATOR**

The name and address of the Incorporator is:

**Timothy J. McNamara  
Post Office Box 611236  
Rosemary Beach, Florida 32461**

**ARTICLE 8 PERPETUAL DURATION**

The corporation shall have perpetual duration.

**ARTICLE 9 TAX-EXEMPT NONPROFIT CORPORATION**

The corporation shall be neither organized nor operated for pecuniary gain or profit.

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in ARTICLE 3 hereof
  
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and 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.

**OH INSTITUTE, INC.  
N09000004211**

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(AMENDED-JUNE 15, 2009)



- (c) Notwithstanding any other provisions of these 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 section 501(c)(3) of the Internal Revenue Code; or
  - b. By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501 (c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

#### **ARTICLE 10 PRIVATE FOUNDATION RESTRICTIONS**

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### **ARTICLE 11 BOARD OF DIRECTORS**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the Directors to carry out the purposes and functions of the corporation. The Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE 12 MEMBERS**

The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time

**OH INSTITUTE, INC.  
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Articles of Incorporation  
(AMENDED-JUNE 15, 2009)

in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

### **ARTICLE 13 DISSOLUTION OF CORPORATION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

### **ARTICLE 14 DEFINITIONS**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

### **ARTICLE 15 LIMITATION OF DIRECTORS LIABILITY**

- (a) A Director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a Director, except for liability, (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit.
- (b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.
- (c) If the Florida Statutes or, by reference, if appropriate, the Florida Corporations Not For Profit Code hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Statutes or the amended Florida Corporations Not For Profit Code, as appropriate.

**OH INSTITUTE, INC.  
N09000004211**

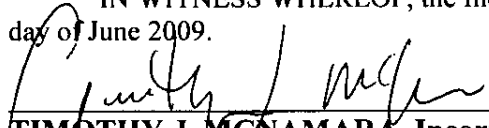
Articles of Incorporation  
(AMENDED-JUNE 15, 2009)

- (d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE 16 AMENDMENTS**

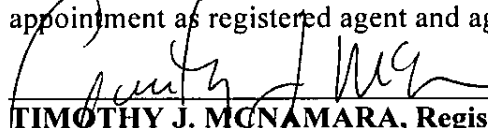
These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office.


IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 15<sup>th</sup> day of June 2009.

  
\_\_\_\_\_  
**TIMOTHY J. MCNAMARA, Incorporator**  
Post Office Box 611236  
Rosemary Beach, Florida 32461  
850 231-7920

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:**

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
**TIMOTHY J. MCNAMARA, Registered Agent**  
118 Bridgetown Avenue  
Rosemary Beach, Florida 32461

  
\_\_\_\_\_  
**DATE**

**OH INSTITUTE, INC.**  
**N09000004211**

Articles of Incorporation  
(AMENDED-JUNE 15, 2009)