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Help

Articles of Amendment
to
Articles of Incorporation
of

BODY MECHANICS WELLNESS FOUNDATION, Inc.

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

NO900000067916

(Document Number of Corporation (if known))

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TALLAHASSEE, FLORIDA
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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)

10920 HAWKS VISTA ST.
FT. LAUDERDALE, FL
33324

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:

10920 HAWKS VISTA ST.
(Florida street address)
FT. LAUDERDALE
(City)
Florida 33324
(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

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)

Title	Name	Address	Type of Action
DIR	STEPHANIE SHARR	10420 HAWKS VISTAGE FT LAUDERDALE, FL 33324	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
DIR	KIM FONTENOT	2106 MEADOW P'WAY NORTH LEANING CREEK TX 77573	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE VII - ADDRESS & PHONE NUMBER UPDATE

REFERENCES TO "MEMBERS" CHANGED TO
"PARTICIPANTS"

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself.
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: August 11, 2009
(date of adoption is required)
Effective date if applicable: _____
(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 August 12, 2009
Signature Stephanie Shorr

(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)

STEPHANIE SHORR

(Typed or printed name of person signing)

INCORPORATOR, CEO & EXECUTIVE DIRECTOR

(Title of person signing)

**Articles of Incorporation
Of
BODY MECHANICS WELLNESS
FOUNDATION**

I the undersigned natural person of age eighteen (18) years or more, who is a citizen of the State of Florida, acting as the incorporator of a corporation, do hereby adopt the following Article of Incorporation for such Corporation:

ARTICLE I:

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

BODY MECHANICS WELLNESS FOUNDATION (BMWF)

ARTICLE II:

The street address of the initial registered office of the corporation is: 10920 HAWKS VISTA PLACE - FORT LAUDERDALE, FL 33324 - Phone: 954-873-0252 Email: bodymechwellness@gmail.com - the name of its initial registered agent at such address is: Stephanie Shorr - CEO/Executive Director/ Founder

ARTICLE III:

The number of directors constituting the initial Board of Directors of the Corporation is seven (7), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting:

<u>NAME</u>	<u>ADDRESS</u>	<u>PHONE NUMBER</u>
1. Commissioner Dale V.C. Holness	3800 Inverrary Blvd. Suite 301, Lauderhill, FL 33319	954/777-2041

<u>NAME</u>	<u>ADDRESS</u>	<u>PHONE NUMBER</u>
2. Sharon Trepiccone	7381 NW 36 th Street Lauderhill, FL33319	954/536-4004
3. Kim Fontenot	2106 Meadow Parkway North, League City, TX 77673	281/538-4053
4. Michelle J. Stewart, RDLD/N, CDE	1050 Satin Leaf Street Hollywood, FL 33019	954/927-9048
5. Debra Stewart, BSN RN, CCM, CCP, QRP	15616 SW 16 CT Pembroke Pines, FL 33027	305/995-2105
6. RaShawn Tart	1183 Scenic View Circle Lawrenceville, Georgia 30044	754/581-3263
7. Patricia R. Voss, Esq	1401 E. Broward Blvd. Fort Lauderdale, FL 33301	954/524-5599

ARTICLE IV:

The non-profit corporation will not have members.

ARTICLE V:

The period of the non-profit corporation's duration is perpetual.

ARTICLE VI:**PART IV -- NARRATIVE DESCRIPTION OF ACTIVITIES**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its participants, trustees, officers, or other private persons, except that 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 set forth in Article Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

We, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

The corporation is formed for the activity and purpose of providing emotional healing integrated with personal growth, which is achieved primarily through our unique program service -Body Mechanics Wellness Foundation is dedicated to providing funds and memberships for Physical Fitness and Overall Wellness Objective Programs. We intend to make them available to all in need, regardless of their financial limitations.

The activities are provided by the BMWF's Service Programs are designed to provide connectivity between our attendees and to give ALL populations access to wellness resource solutions, services and programs. We use the power of

training, workshops, classes, outreach, exercise, diet, positive life style choices, to help make us think and ultimately to make a difference—to inform and inspire people to make healthier choices and live healthier lives. Such change has an immense impact on individuals, families, and society as a whole.

BMW will enhance quality of life for the wellness of individuals by engaging them in fitness programs that encourages people to take ownership of their health...to eat better, to exercise more, to decrease their exposure to environmental toxins, and to reduce stress.

The goal of our nonprofit organization is to create a energetic and holistic-haven for those in need to attend (our) the Physical Fitness and Wellness Training programs in a secure environment while putting "real life" back into perspective for those that need and want wellness values facilitated in their life. All of our attendees and participants will become renewed and empowered through (our) the Physical Fitness and Wellness Training program.

We intent to market and outreach to people within Florida and nationally. Goals within (our) the Physical Fitness and Wellness Training Program consist of integrating the community network which will help provide access to (our) other support services as well as our program commitment to strengthening strong foundational bonds within existing individual and family physical fitness programs and wellness objectives.

BMW's purpose is to (serve) provide funding to allow people to attend Physical Fitness and Wellness Training, which will in turn contribute to their own well-being and to the community at large through providing service Trainers, which will oversee the following components uniquely integrated:

- a. BMW is committed to ensuring that all people, especially those at greater risk for health disparities, will achieve their optimal lifespan with the best possible quality of health in every stage of life.
- b. BMW provides programs with health protection goals which help in enabling people to enjoy healthy lives by delaying death and the onset of illness and disabilities.
- c. BMW provides development of a fitness and wellness resource solutions integrated with interventions for our individualized programs.
- d. BMW is a proponent of new technologies which allow for quantitative assessment of wellness and has the capability of being adapted for use in the usual health care settings.

BMW Physical Fitness and Wellness will also provide a variety of viable, healthy life management tools to individuals, attendees and members.

BMW creates fitness, training and wellness programs that that educates, entertain, and help people take ownership of their health.

Individuals are assessed by questionnaires, body fat measurement (BMI), weight and metabolic type. After consultations with an assigned personal trainer, their personalized Wellness Plan is put into action. This includes strength training, direction of cardiovascular exercise and appropriate meal planning. Stress reduction techniques and sleep quality recommendations are offered when necessary. Information about wellness is disseminated on site, posted electronically and reviewed in seminars and classes by licensed professionals.

Initial status, progress and symptom reduction, are observed, monitored and recorded for use by clients, their doctors, healthcare providers and other interested appropriate parties.

To accomplish this goal, the Body Mechanics Wellness Foundation puts "real life" back into perspective for those that need and want strong wellness values facilitated in their life. All of the attendees will become renewed and empowered through the facilitation of the program.

Programs are administered in 3 month modules (Measurable progress may be observed in this timeframe.).

Specialties

Personal Training

Evaluation

Stress Management

Bio-Individual Meal Planning

Weight Management

Tracking

BMW creates a compelling place for people to find fitness, training and overall wellness for healthier living.

- Develop a state of the art, interactive fitness and training website to harness the power of the web to entertain and educate

Focus

We want to provide individuals with health issues that, with acknowledgement by the medical community, may be improved by proper exercise, nutritional balance, stress reduction and other elements of a comprehensive wellness program are the primary focus of the Wellness Plan. Specifically, clients with obesity, Type 2 diabetes, high blood pressure and/or high cholesterol are targeted to demonstrate clear and measurable improvements.

Body Mechanics Wellness Foundation and its Service Programs will consist of the following:

- Creating a holistic wellness and physical fitness outreach environment which allows them to process while providing them with quality empowering components, values and achievable plans for life skills.
- Hiring, training, supervising and retaining staff that will pattern pro-healthy, holistic social norms to a culturally diverse client/member population.
- Developing appropriate interpersonal relationships between staff, clients/attendees, individuals and families where values, integrity, honesty, respect and consideration are works in progress.
- Assuring that our program is free of discrimination based on race, color, creed, gender, religion, sexual orientation, disability or age.

Body Mechanics Wellness Foundation is designed for the underlying fitness, education service program demand. We will do this first by developing a standard of fitness, training and wellness education while building a political consensus, employing innovative methods, offering efficient and effective program services, and using planned timeline concepts.

The key elements of our strategy include the following:

- Anticipating and planning for designated and targeted RFP scope of work areas through our outreach, education, fitness program and wellness advocacy; integrated with program growth in a timely, orderly, and predictable manner.
- Establishing long-term, comprehensive plans for each program deliverable, which address the targeted issues;
- Providing the services and programs necessary for real time, real solutions.
- BMFT will use innovative program planning techniques to increase our outreach within the community for purposes of advocacy, support, and development of our future programs.

ARTICLE VII:

The name and street address of the incorporator of said corporation is as set forth below:

STEPHANIE SHORR - 10920 HAWKS VISTA STREET - FORT LAUDERDALE,
FL 33324 - 954-873-0252

Name of its initial registered agent at such address is: Stephanie Shorr.

ARTICLE VIII:

The corporation formed is a non-profit corporation organized under Article 1396-2.01 of the Florida Non-Profit Corporation Act (FNPCA), and is authorized to exercise all powers and rights incidental in carrying out the purposes for which the corporation is formed, except such as are inconsistent with the express provisions of these Acts.

ARTICLE IX:

If in the future, and as addressed in the corporation's By-Laws, it becomes applicable in a Board of Director Majority Vote regarding directors, volunteers, staff and/or participants - No director shall be liable to the corporation or the corporation's participants for monetary damages for any act or omission in the director's capacity as a director of the corporation, except and unless the director shall be found liable for a breach of the director's duty of loyalty to the corporation or the corporation's participants: an act or omission that involves intentional misconduct of a knowing violation of the law on the part of the director; a transaction from which the director receives an improper benefit, whether or not the benefit results from action taken within the scope of the director's office; or an act or omission for which the liability of the director is expressly provided by Florida law.

ARTICLE X:

The corporation is and shall continue to be a corporation without capital stock, and membership in the corporation shall be deemed personal estate and shall be transferable only on the books of the corporation in such a manner as the bylaws may prescribe.

IN WITNESS HEREOF, I have hereunto set my hands, this the

12th day of August, 2009

Stephanie Shorr, Incorporator