

NO90000009451

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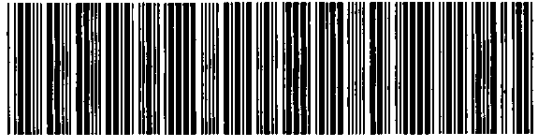
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CLERK OF STATE
TALLAHASSEE, FLORIDA

Roberts APR 01 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHELLY IS..., INC.

DOCUMENT NUMBER: N09000009451

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

Please return all correspondence concerning this matter to the following:

YOVANNIE STORMS, ESQ.

(Name of Contact Person)

MARCHENA AND GRAHAM, P.A.

(Firm/ Company)

976 LAKE BALDWIN LANE, SUITE 101

(Address)

ORLANDO, FLORIDA 32814

(City/ State and Zip Code)

mmarchena@mgfirm.com

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

For further information concerning this matter, please call:

YOVANNIE STORMS, ESQ.

(Name of Contact Person)

at (407) 658-8566

(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

SHELLY IS..., INC.

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

N0900009451

(Document Number of Corporation (if known))

FILED
10 MAR 31 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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:

(Florida street address)

(City)

Florida

(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<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)

* Please see the attached sheet which shows the amendment or addition of existing or new electronic Articles of Incorporation

[illegible]

The date of each amendment(s) adoption: 09/28/2009

(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 03/30/2010

Signature _____

Yovannie Storms
(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)

YOVANNIE STORMS, ESQ.

(Typed or printed name of person signing)

MARCHENA AND GRAHAM, P.A. INCORPORATOR

(Title of person signing)

**SUPPLEMENTAL SHEET
FLORIDA DEPARTMENT OF STATE - DIVISION OF CORPORATIONS
AMENDED ELECTRONIC ARTICLES OF INCORPORATION**

*** Per SECTION E. – additional Articles of Incorporation**

ARTICLE III – Purpose (the following sub-articles to be added to Article III)

3.2 The Corporation does not contemplate pecuniary gain or profit, direct or indirect to or shall make no distributions of income to its directors or officers, except for reimbursement of receipted expenditures made on behalf of the Corporation.

3.3 Said organization 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 corresponding section of any future federal tax code.

*** The following to be added as additional Articles**

Article IX - Powers

4.1 The Corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

4.2 The Corporation shall have all of the powers, authority and duties set forth in the SHELLY IS..., INC., Articles of Incorporation. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of Operating Expenses of the Corporation;
- b. Doing anything necessary or desirable, in the judgment of the Corporation, to conduct activities that are dedicated to financially supporting breast cancer organizations, breast cancer research and similar, as well as to families in need of financial assistance to offset the cost of medical treatment for breast cancer. This organization will strive to properly identify, recognize, and donate to such breast cancer organizations and families through these activities, and these financial donations will help support the educational and other endeavors of such organizations, as well as providing needed financial assistance to families dealing with breast cancer, or accomplish any matters which, in the judgment of the Corporation, may be of general benefit to the intended beneficiaries of the Corporation;

ARTICLE X - Restrictions

A. No Private Inurement. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI - Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for each purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - Limitation of Liability

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/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; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. Amendment. 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, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be

limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

C. Severability. In the event that any provision of this Article (including a clause) is 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 XIII - By-Laws

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIV - Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Corporation holding not less than ten percent (10%) of the votes. Directors not present in person at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a quorum of the Board of Directors of the Corporation.

13.3 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Osceola County, Florida.

ARTICLE XV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.