

1409000010064

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restored
Articles

SS

R. WILLIAM FUTCH, P.A.
610 S.E. 17TH STREET
OCALA, FLORIDA 34471

R. William Futch
Admitted in Florida and Texas
Certified Circuit Civil Mediator

Tel. No: (352) 732-8080
Fax No: (352) 732-8023
E-mail address: rwfutchpa@aol.com

Jon I. McGraw
Admitted in Florida only

E-mail address:jmcgrawlaw@aol.com

November 12, 2009

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: MEMORIES OF MISSING SMILES, INC.
REF. NUMBER: N09000010064

Dear Sir/Madam:

Please find enclosed the Cover Letter together with the Articles of Amendment to Articles of Incorporation in connection with the above referenced matter.

Also enclosed is our check in the amount of \$35.00 representing the filing fee in this matter.

If you have any further questions or comments, please do not hesitate to contact our offices.

Very Truly Yours,

BY



R. WILLIAM FUTCH

RWF/kad
Enc. (Check #3211)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MEMORIES OF MISSING SMILES, INC.

DOCUMENT NUMBER: N09000010064

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

Please return all correspondence concerning this matter to the following:

R W FUTCH

(Name of Contact Person)

R WILLIAM FUTCH PA

(Firm/ Company)

610 SE 17TH STREET

(Address)

OCALA FL 34471

(City/ State and Zip Code)

RWFUTCHPA@AOL.COM

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

For further information concerning this matter, please call:

BILL FUTCH

(Name of Contact Person)

at (352) 732-8080

(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

FILED
2009 NOV 13 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMORIES OF MISSING SMILES, INC.

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

N09000010064

(Document Number of Corporation (if known))

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

(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

(attach additional sheets, if necessary). (Be specific)

[illegible]

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEMORIES OF MISSING SMILES, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, acting as incorporators of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the Corporation is MEMORIES OF MISSING SMILES, INC., sometimes known as M.O.M.S. ("Corporation").

ARTICLE TWO

DURATION

The Corporation shall have perpetual duration.

ARTICLE THREE

PURPOSES AND POWERS

The purposes for which the Corporation is formed are:

1. The provide an entity to develop, create and maintain a community memorial park in Marion County, Florida.
2. To operate in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

3. To operate as a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time. Accordingly, no part of the income of the Corporation shall be distributed to the Corporation's members, director, or officers except as provided in Chapter 617, Florida Statutes.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by these Articles of Incorporation or By-Laws, may be exercised by the Board of Directors:

A. Each of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time;

B. Each of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including without limitation, the power:

(1) To manage, control, operate, maintain, repair and improve property acquired by the Corporation, or any property owned by another, for which the Corporation by rule, regulation, declaration or contract has a right or duty to provide such services;

(2) To engage in activities which will actively foster, promote and advance the development of a community memorial park in Marion County, Florida;

(3) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purposes of the Corporation;

(4) To borrow money for any purposes, subject to limitations contained in the By-Laws;

(5) . To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation with or in association with any corporation or other entity or agency, public or private;

(6) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firm or individuals;

(7) To adopt, alter and amend, or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of these Articles of Incorporation;

(8) 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation; and,

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the sub-paragraphs of this ARTICLE THREE are independent powers, not to be restricted by reference to or inference from the terms of any other sub-paragraph or provision of this ARTICLE THREE.

ARTICLE FOUR

MEMBERSHIP

The Corporation shall be a Membership Corporation without certificates or shares of stock. The Board of Directors shall be the members of the Corporation.

ARTICLE FIVE

BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of no less than three (3), nor more than seven (7), members. The Board of Directors shall set a specific number from time to time as provided in the By-Laws. The method of election of the Directors is stated in the By-Laws.

2. The initial Board of Directors, who shall serve until the first appointment or election of Directors, are as follows:

Holly Sadler

Greg Sadler

Sharon Lindsey

Gary Lindsey

Ted Adams

Yvonne Adams

ARTICLE SIX

INDEMNIFICATION AND RELATED MATTERS

1. Power to Indemnify -- Third party Actions. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he

reasonably believed to be in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

2. Power of Indemnity --Action Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs

1 and 2 of this ARTICLE, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Determination of Entitlement to Indemnification. Any indemnification under Paragraphs 1 and 2 of this ARTICLE, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this ARTICLE. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so direct by independent legal counsel in a written opinion, or, (3) by the members of the Corporation.

5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Paragraph 4 of this ARTICLE upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this ARTICLE.

6. Savings Clause. The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of the members of the Corporation or disinterested Directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this ARTICLE.

ARTICLE SEVEN

DISSOLUTION

The Corporation may be dissolved only as provided in the Articles of Incorporation, By-Laws, and by the Laws of the State of Florida. 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 corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State or Local government for public purposes. Any such assets not disposed of shall be disposed of by a Court of common pleas or competent jurisdiction located in 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 EIGHT

AMENDMENTS

1. These ARTICLES may be amended as provided by Section 617.017, Florida Statutes, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

2. The By-Laws of the Corporation may be made, altered or rescinded by the members of the Corporation at any regular or special meeting duly called for the purpose, by the affirmative vote of a majority vote of all members of the

association in attendance, in person or by proxy, entitled to vote. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by the Internal Revenue Code of 1986, as amended from time to time, or Florida Law may not be amended, repealed or altered except as provided by the code or applicable law.

ARTICLE NINE

REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation is 2980 S.E. 160th Lane Road, Summerfield, Florida 34491; and the initial Registered Agent is Holly L. Sadler, 2980 S.E. 160th Land Road, Summerfield, Florida 34491.

ARTICLE TEN

INCORPORATION

The name and address of the Incorporator of the Corporation is as follows:

Holly L. Sadler
2980 S.E. 160th Lane Road
Summerfield, FL 34491

ARTICLE ELEVEN

PRINCIPAL OFFICE

The Corporation's original principal office is located at 2980 S.E. 160th Lane Road, Summerfield, Florida 34491; and the Corporations's mailing address is the same as noted above.

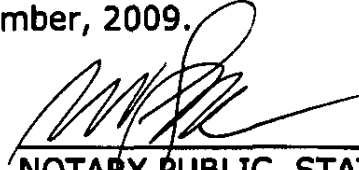
Executed this 10th day of November, 2009.


HOLLY L. SADLER, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared HOLLY L. SADLER, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that she subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State above named this 10 day of November, 2009.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Print Name: _____


My Commission Expires: _____

NOTARY PUBLIC-STATE OF FLORIDA
R. William Futch
Commission #DD881209
Expires: MAY 20, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

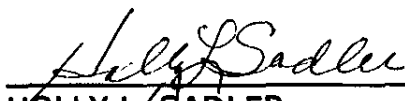
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

FIRST -- THAT, **MEMORIES OF MISSING SMILES, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2980 S.E. 160TH LANE ROAD, SUMMERFIELD, FLORIDA 34491; HAS NAMED HOLLY L. SADLER, LOCATED AT 2980 S.E. 160TH LANE ROAD, SUMMERFIELD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



HOLLY L. SADLER, Registered
Agent
DATED: 11/10/09

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE-
STATED CORPORATION, I HEREBY CERTIFY THAT I AM FAMILIAR WITH THE
DUTIES AND RESPONSIBILITIES OF THE REGISTERED AGENT; AND I
HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



HOLLY L. SADLER
DATE: 11/10/09

The date of each amendment(s) adoption: NOVEMBER 10, 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 NOVEMBER 11, 2009

Signature Holly L. Sadler
(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)

HOLLY L. SADLER
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)