

NO9000010231

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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10 APR 14 AM 11:50

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 APR 15 PM 1:01

CH. 66
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend + Rest.
C.COULLETTE

APR 15 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

HEELS TO HEAL, INC.

Signature _____

Requested by: SETH

04/14/10

Name

Date

Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ ✓ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 14, 2010

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: HEELS TO HEAL, INC.

Ref. Number: N09000010231

RECEIVED
10 APR 15 AM 11:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for HEELS TO HEAL, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 410A00009190

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEELS TO HEAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 15 PM 1:01

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

Article I

The name of the corporation is ***HEELS TO HEAL, INC.***

Article II

The principal place of the business address is One Beach Drive SE #1312, St. Petersburg, Florida 33701. The mailing address of the corporation is One Beach Drive SE #1312, St. Petersburg, Florida 33701.

Article III

The specific purpose for which this corporation is organized is a Non-Profit Charity Organization that raises donations to help women and children that have been victims in the event of a traumatic occurrence such as rape, sexual assault, or kidnapping and are in need of mental therapy/counseling services, medical care, etc. The Corporation is to be operated as a non-profit, exclusively charitable business league within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and/or any corresponding provision of any subsequent Internal Revenue Law including Section 501(c)(3) of the Internal Revenue Code of 1986 and shall not carry on any activities which are impermissible under the aforementioned Code provisions. In carrying out its purposes, the Corporation may receive and hold by bequest, real, personal, tangible or intangible property or any undivided interest herein, without limitation as to amount of value, to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with and administer the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Amended and Restated Articles of Incorporation, the By-laws of the Corporation or any

laws applicable thereto. This Corporation shall do any other act or thing incidental to or connected with the following purposes or in advancement thereof except as provided herein.

Article IV

The manner in which directors are elected or appointed is as provided for in the By-laws.

Article V

The name and Florida street address of the registered agent is Melissa L. Mihok, One Beach Drive SE #1312, St. Petersburg, Florida 33701.

Article VI

The name and address of the incorporator is Melissa L. Mihok, One Beach Drive SE #1312, St. Petersburg, Florida 33701.

Article VII

The initial officers and directors of the corporation are Melissa L. Mihok, President and Director, One Beach Drive SE #1312, St. Petersburg, Florida 33701; Dina Malizia, Vice President and Director, Post Office Box 14172, St. Petersburg, Florida 33733; and Ashley Brown, Post Office Box 14172, St. Petersburg, Florida 33733, Secretary/Treasurer and Director

Article VIII

The effective date for this corporation shall be October 19, 2009.

Article IX

This Corporation shall have perpetual existence.

Article X

The name and residences of those persons subscribing to these Amended and Restated Articles of Incorporation and constituting the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws of the Corporation and the laws of the State of Florida, shall hold office until such time as their successors are elected and qualified, are as follows:

Melissa L. Mihok
One Beach Drive SE, #1312
St. Petersburg, Florida 33701

Dina Malizia
Post Office Box 14172

St. Petersburg, Florida 33733

Ashley Brown
Post Office Box 14172
St. Petersburg, Florida 33733

Article XI

The street address of the registered office of ***HEELS TO HEAL, INC.***, is One Beach Drive SE, #1312, St. Petersburg, Florida 33701 and the registered agent of this Corporation is Melissa L. Mihok who is familiar with and accepts the responsibilities of registered agent.

Article XII

The affairs of the Corporation shall be managed by a President, Vice President and Secretary/Treasurer and these Officers shall be elected or appointed by the Board of Directors in annual meetings.

Article XIII

The By-laws of the Corporation are to be made, rescinded or altered by the majority vote of the Board of Directors.

Article XIV

The Directors of this Corporation shall be three (3) in number or such number as may be specified in the By-laws.

Article XV

Amendments to the Articles of Incorporation may be proposed by the Board of Directors and submitted to the Members for the adoption thereof by a majority of those Members present and voting. Thirty (30) days notice shall be given of such annual meeting at which the Articles of Incorporation are to be amended.

Article XVI

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting,

and that the Articles of Incorporation and the By-laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article XVII

The business of the Corporation shall be conducted by the Officers set forth herein. Said Officers are to have charge of the business of the Corporation and serve as such until the first annual meeting of the membership or until their successors are chosen or qualified. The Directors shall be elected by the Members at the annual meeting of the officers of the Corporation and the Corporation shall have the power by and through its By-laws to create such other offices and establish such committees for the operation of its business as it may from time to time determine necessary. The officers and Members of the committees provided for by the By-laws shall be chosen by the Board of Directors.

Article XVIII

The Corporation shall have one class of Members and no more than one membership may be held by any one person. The rights and privileges of all Members shall be equal. Each Member shall be entitled to one vote.

Any person paying the dues provided for by the By-laws and agreeing to be bound by the Articles of Incorporation and the By-laws of the Corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

A prospective Member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

Article XIX

The property of this Corporation is irrevocably dedicated to the women and children that have been victims in the event of a traumatic occurrence, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof.

Article XX

No part of the net earnings of the Corporation shall inure to the benefit of or to be distributed to its Members, Directors, 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 III hereof. 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)(6) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue law including Section 501(c)(3) of the Internal Revenue Code of 1986) or (b) by Corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XXI

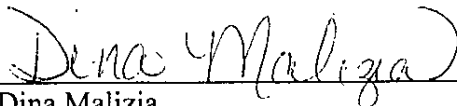
There are no members or members entitled to vote on this Amendment and Restatement. This Amendment and Restatement was adopted by the Board of Directors.


Article XXII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusive for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law including Section 501(c)(3) of the Internal Revenue Code of 1986) as the board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court with jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such public purposes or to such organization or organizations, as said court with the appropriate local jurisdiction shall determine, which are organized and operated exclusively for such purposes.

WITNESS our hands and seals this 13 day of April, 2010.


Melissa L. Mihok


Dina Malizia


Ashley Brown

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article II, I hereby agree to act in this capacity and I further agree to comply

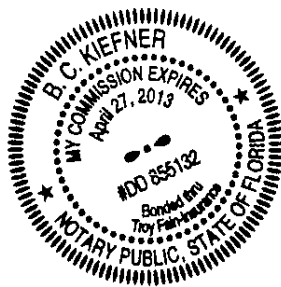
with the provisions of all statutes relative to the proper and complete performance of my duties.

Melissa L. Mihok
Melissa L. Mihok
Dated: April 13, 2010

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 13th day of April, 2010 by Melissa L. Mihok who is personally known to me.

B. C. Kiefner
Notary Public
State of Florida at Law




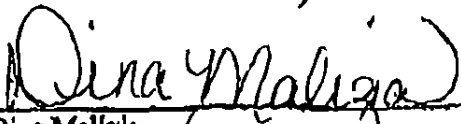
APPROVAL OF AMENDED ARTICLES OF INCORPORATION

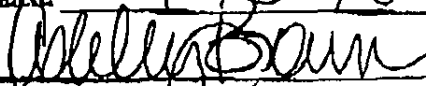
After discussion with the Registered Agent and Attorney for the Corporation, the Board of Directors unanimously agreed that it was necessary to make certain amendments to the Articles of Incorporation.

RESOLVED, that the Amended and Restated Articles of Incorporation appended hereto as Exhibit "A" are hereby ratified, approved, affirmed and adopted and that MELISSA L. MIHOK, as the elected President of the Corporation, is hereby authorized to execute same and further is authorized to execute any and all documents in furtherance of the purposes of the Articles of Incorporation, which shall be filed with the Secretary of State as expeditiously as possible.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members, Officers and Directors of the Corporation, hereby authorize, implement and effectuate the actions described in this Consent as of the date shown below.


Melissa L. Mihok
Dated: April 13, 2016


Dina Maliza
Dated: 4-13-16


Ashley Brown
Dated: 4-13-16