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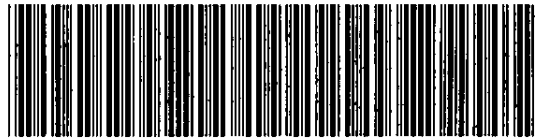
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NC/Amend
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 APR 14 AM 8:24

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Precious Hearts Foundation Corp.

DOCUMENT NUMBER: N09000011461

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

Please return all correspondence concerning this matter to the following:

Elva Thompson
(Name of Contact Person)

Precious Hearts Foundation, Inc.
(Firm/ Company)

39 Riviera Estates Court
(Address)

Palm Coast, FL 32164
(City/ State and Zip Code)

info@preciousheartsfoundation.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elva Thompson

(Name of Contact Person)

at (386) 313-6111

(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

Precious Hearts Foundation Corporation

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

NO9000011461

(Document Number of Corporation (if known))

FILED
2010 APR 14 AM 8:24
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:

Precious Hearts Foundation, Inc.

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)

a.) 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.

b.) 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amending

Articles of Incorporation

Of

Precious Hearts Foundation, Incorporation

- a) 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.
- b) 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Articles of Incorporation

Of

Precious Hearts Foundation, Inc^{orporation}

We, the undersigned natural persons of age twenty-one (21) years or more acting as incorporators of a corporation, Not for Profit, adopt the following Articles of Incorporation for such Corporation pursuant of Chapter, 617, of Title 34 of Statues of the State of Florida.

Article I

Name

The name of the corporation shall be Precious Hearts Foundation, Inc^{orporation}

Article II

Duration

The term of the corporation shall be perpetual.

Article III

Principal Office, Registered Agent and Address

The address of the Corporation's principal office is 39 Riviera Estates Court, Palm Coast, Florida 32164. The registered agent of the Corporation is Elva Thompson whose address is 39 Riviera Estates Court, Palm Coast, Florida 32164.

Article IV

Corporate Seal

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words: "CORPORATE SEAL" and "FLORIDA".

Article V

Purposes

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific, that are described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

1. To provide counseling and crises intervention services to the needy.
2. To provide financial workshops which will help disadvantaged persons to understand the importance of budgeting.
3. To assist in securing employment for those who are unemployed.
4. To provide clothing, temporary shelter and food to the needy.
5. To assist young persons in understanding the importance of securing a quality education.
6. To assist senior citizens in securing a good quality life.
7. To provide services for Veterans and the Homeless which will improve their quality of life.
8. To be a Beacon of Hope that attests America's gratitude for all its citizens.

In furtherance, but not in limitation of the foregoing purposes, the Corporation shall have the power and authority:

1. To receive assistance, money (as grants or otherwise) real or personal property and any other form of contribution, gifts, bequest or devise from any person, objects and purposes of this Corporation; to enter into agreements or contract for contributions to the Corporation for its objects purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws;
2. To distribute in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes, money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised and limited in their application to accomplish the purposes for which this Corporation is formed.

Article VI

Limitation

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors and officers except that the Corporation shall be authorized and empowered to pay reasonable Compensation for services rendered and make payment and distributions in furtherance of the purposes set forth above.

Article VII

Membership

The Corporation shall have no members.

Board of Directors/Management

The management of the corporation shall be vested in a Board of Directors. The number of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall not be less than three (3). The Directors shall be elected in the manner prescribed by the Bylaws.

The names and addresses of each Director and their position in the Corporation are as follows:

Elva Thompson, President/CEO/Incorporator

39 Riviera Estate Court

Palm Coast, Florida 32164

Anthony Smith, Vice President

1023 Tamarack Trail

Forest Park, Georgia 30297

Michelle D. Toussaint, Secretary

5 Warwick Place

Palm Coast, Florida 32164

Cedric Maddox, Treasurer

1812 Saffron Plum Lane

Orlando, Florida 32828

Article IX

Dissolution

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

1. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - a. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
 - b. Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with requirements; and
 - c. All remaining assets not disposed of under either of the proceeding paragraphs (a or b) shall be transferred or conveyed to one or more religious, charitable, educational or scientific organizations (i) which are described in Section 509 (a)(1), (2), or (3) and (ii) to which deductible contributions can be made under Section 170 (c) (2), 2522(a)(2), as the Board of Directors shall select.

Article X

Indemnification

Every Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceedings or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer at the time such expenses incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every director, officer and agent of the Corporation in amounts determined from time to time by the Board of Directors.

Article XI

Fiscal Year

The fiscal year of the Corporation shall begin January 1 and end on December 31 of each calendar year.

Article XII

Territory

The territory in which the operations of the Corporation is principally to be conducted Central Florida.

Article XIII

Rules of Order

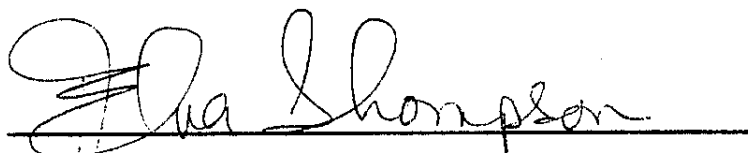
The rules contained in the current edition of Robert Rules of Order, newly revised, shall govern all meetings of the Corporation.

Article XIV

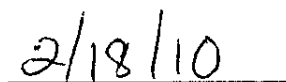
Amendments

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the Board of Directors of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation.

Having been named registered agent and accepting service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in cursive script, appearing to read "J. Thompson", is written over a horizontal line.

President/Registered Agent/Incorporator

A handwritten date "2/18/10" is written over a horizontal line.

Date

The date of each amendment(s) adoption: 4/12/10
(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 4/12/10

Signature Elva Thompson
(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)

ELVA Thompson
(Typed or printed name of person signing)

President
(Title of person signing)