

N090000012126

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

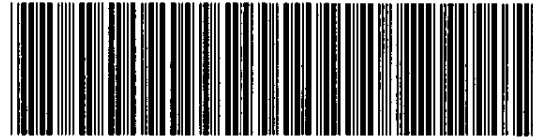
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300268084253

Amend

01/27/15--01015--011 **43.75

FILED
2015 FEB 18 AM 11:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

DOR

2/18/15

*00789, 01048, 00573, 000671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2015

Michael R. Pender Jr.
Cavanaugh & Co, LLP
2381 Fruitville Road
Sarasota, FL 34237

SUBJECT: SARASOTA MINDFULNESS INSTITUTE INC.
Ref. Number: N09000012126

We have received your document for SARASOTA MINDFULNESS INSTITUTE INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 715A00001939

RECEIVED
15 FEB 18 AM 10:57
FEB 18 2015

See Attached
Annette Ramsey
2-11-15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SARASOTA MINDFULNESS INSTITUTE, INC.

DOCUMENT NUMBER: N09000012126

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

Please return all correspondence concerning this matter to the following:

MICHAEL R. PENDER, JR

(Name of Contact Person)

CAVANAUGH & CO. LLP

(Firm/ Company)

2381 FRUITVILLE ROAD

(Address)

SARASOTA, FL 34237

(City/ State and Zip Code)

MRP@CAVANAUGH-CO.COM

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

For further information concerning this matter, please call:

MICHAEL R. PENDER, JR at **941** **366-2983**

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

AMENDED
ARTICLES OF INCORPORATION
Of
SARASOTA MINDFULNESS INSTITUTE, INC.
A Florida Not-For-Profit Corporation

FILED
2015 FEB 18 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized officer pursuant to the provisions of Chapter 617 Florida Statutes does hereby set forth the duly adopted Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is: Sarasota Mindfulness Institute, Inc.

ARTICLE II
ADDRESS OF CORPORATION

The principal address of the corporation is: 1530 Dolphin Street, Unit 6, Sarasota, FL 34236. The mailing address of the corporation is P.O. Box 15168, Sarasota, FL 34277

ARTICLE III
PURPOSES

The purpose of Sarasota Mindfulness Institute, Inc. is through the Implementation of cost-effective educational programs, stress is reduced and psychological outcomes improved for the residents of Sarasota County, Florida as allowed under Internal Revenue Code 501 (c) (3) or the corresponding provisions of any future United States Internal Revenue Law.

1. To function as a non-profit charitable organization for the primary purpose of carrying out the above set forth purpose.
2. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.
3. To receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.
4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and

ARTICLE VII
OFFICERS AND DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are:

Elizabeth A. Nelson-President
630 S. Orange Avenue
Sarasota, FL 34236

Ann Van DeSteeg-Vice President
2047 52nd Avenue North
St. Petersburg, FL 33714

Gale Fulton-Ross-Secretary
5216 Ocean Blvd, Suite B
Sarasota, FL 34242

Martha T. Brown-Treasurer
1350 Main Street, Apt 709
Sarasota, FL 34236

Section 1: The officers of the corporation shall be Chairman, Vice Chairman, Secretary, Treasurer and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who currently serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Richard F. Martin	2340 Old Bradenton Road #2 Sarasota, FL 34234
Vice President	Jay Poindexter	2221 15 th Avenue North St. Petersburg, FL 33704
Secretary	Hayley Rutger	4485 Brooksdale Drive Sarasota, FL 34232
Treasurer	Margaret Tams	3921 Glen Oaks Manor Drive Sarasota, FL 34232

ARTICLE VIII
EFFECTIVE DATE OF CORPORATION

The effective date for this corporation shall be: 01/01/2010

ARTICLE IX
CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE X
POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE XI
MEMBERSHIP

The officers and directors of the corporation shall constitute its membership. The corporation shall have no other members.

ARTICLE XII
BYLAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, with a 15 day notice and by a two-thirds vote of those present and qualified to vote.

ARTICLE XIV
TAX EXEMPT CORPORATION

Section 1 : The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

Section 2: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article IV.

Section 3: In the event of dissolution, the residual assets of the Corporation will be turned over to one or more corporations that are reflective of the mission of Sarasota Mindfulness Institute, Inc. and which themselves are exempt as corporations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes as determined by the Board of Directors.

Section 4: It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or elected voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these Articles of Incorporation which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

IN WITNESS WHEREOF, the undersigned Chairman has executed these Amended Articles of Incorporation this 16th day of January, 2015 as approved by the board of directors on this same date.


Richard F. Martin, Chairman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: Sarasota Mindfulness Institute, Inc.
2. The registered agent and office is:

Richard F. Martin
2340 Old Bradenton Road #2
Sarasota, FL 34234

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT 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 ACT IN THIS CAPACITY. I FURTHER 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.

Signature:


Richard F. Martin

Date:

2.11.15

SARASOTA MINDFULNESS INSTITUTE INC.
1530 DOLPHIN STREET, UNIT 6
SARASOTA, FL 34236

February 11, 2015

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

In response to your letter of January 30, 2015 (copy attached) the corporation is resubmitting the Amended Articles of Incorporation as requested. The Attached copy shows the amendments in red. The initial articles of incorporation did not speak to membership but the amended articles do have a provision for membership which is Article XI. The members of this corporation are its officers and directors. On January 16, 2015 the members adopted the original filing. On February 11, 2015 at a duly called meeting the members approved the revised amended articles of incorporation attached. The only change to the filing of January 16th is the correction of the incorporator back to the original incorporator and a renumbering of the articles in order to conform to the original articles of incorporation. Please contact me if you need additional clarification.

IN WITNESS WHEREOF, I Richard F. Martin, Chairman of Sarasota Mindfulness Institute, Inc. certify and execute the attached amendment to the articles of incorporation this 11th day of February, 2015


Richard F. Martin, Chairman