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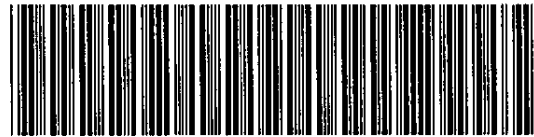
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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
12 JUN - 8 PM 12:59

Amend/cus  
①0 6/12/12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Pennies for Haiti Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Raygine Francois

(Name of Contact Person)

Pennies for Haiti Corporation

(Firm/ Company)

P.O. Box 771222

(Address)

Coral Springs, FL 33077

(City/ State and Zip Code)

info@penniesforhaiti.org

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

For further information concerning this matter, please call:

Raygine Francois

(Name of Contact Person)

at ( 954 ) 304-2172

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUN -8 PM 12:59

Pennies for Haiti Corporation

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

(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:**

N/A

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:**

N/A

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

N/A

(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:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

N/A

(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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D = Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove. and Sally Smith, SV as an Add.*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
2) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>          </u>	<u>          </u>	<u>          </u>
3 ) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>          </u>	<u>          </u>	<u>          </u>
4) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>          </u>	<u>          </u>	<u>          </u>
5) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>          </u>	<u>          </u>	<u>          </u>
6) <u>    </u> Change <u>    </u> Add <u>    </u> Remove	<u>          </u>	<u>          </u>	<u>          </u>

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Article II - Change of addresses

Article III - Updated Purpose

Renumbering of Articles in the overall Articles of Incorporation Document

Additional Articles

ARTICLE V - DEBT OBLIGATIONS AND PERSONAL LIABILITY

ARTICLE VI - 501(c)(3) LIMITATIONS

Amendment  
To  
**ARTICLES OF INCORPORATION**  
  
OF  
**Pennies for Haiti**  
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name / Registered Office**

- A. **NAME OF CORPORATION:** The name of the corporation is "Pennies for Haiti"
- B. **PRINCIPAL OFFICE:** This organization does not have a principal office.
- C. **MAILING ADDRESS:** The mailing address of the corporation is P.O. Box 771222 ~ Coral Springs, FL 33077

**ARTICLE II**  
**Purpose**

- D. **CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable and consist of the following:
  - 1. Pennies for Haiti's goals are to provide food to those who have none; in response to the devastation following the earthquake of 2010. We plan to provide a home for many of the orphans. We plan to provide a better quality of life to the people of Haiti at no cost to them.
  - 2. To aid, support, and assist by gifts, contributions, or otherwise, the Haitian people by giving back to those less fortunate. The present goal is to provide food to those have none to eat. There are many families all over Haiti that spend days and even months without eating a nutritious or even any food. Following the devastation in Haiti, the need for assistance is overwhelming. There are many in need especially Haiti's orphans. We plan to provide a home and schooling for the many that are now lost and alone. We plan to provide a better quality of life to the people of Haiti at no cost to them.
  - 3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
  - 4. All of the foregoing purposes shall be exercised exclusively charitable purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III**  
**Directors & Members**

- E. **BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- F. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE IV**  
**Agent & Incorporator**

- G. **REGISTERED AGENT:** The name of the registered agent of the corporation is Raygine Francois. The address of this registered agent is 8204 NW 100 Lane ~ Tamarac, FL 33321.
- H. **INCORPORATORS:** The name and address of the incorporator is: Raygine Francois, 8204 NW 100 Lane ~ Tamarac, FL 33321.

**ARTICLE V**  
**DEBT OBLIGATIONS AND PERSONAL LIABILITY**

- I. **INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**ARTICLE VI**  
**501(c)(3) LIMITATIONS**

- 1. **CORPORATE PURPOSES:** Pennies for Haiti 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 the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- 2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable purposes.
- 3. **NO PRIVATE INUREMENT:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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, 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** 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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

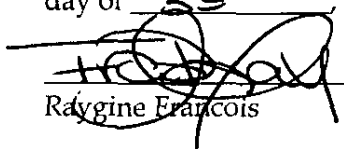
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
  - a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



- c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this June day of 3<sup>rd</sup>, 2012.

  
Raygine François

The date of each amendment(s) adoption: June 3, 2012

Effective date if applicable: June 3, 2012

*(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 June 3, 2012

Signature

[Signature]  
(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)

Raygine Francois  
(Typed or printed name of person signing)

Director  
(Title of person signing)