

N10000001262

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

AUG 27 2014

G. CARROLL

Articles of Amendment
to
Articles of Incorporation
of

UMatter Organization, Inc.

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

N10000001262

(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:

Not Applicable

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)

Not Applicable

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

Not Applicable

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: Not Applicable

(Florida street address)

New Registered Office Address:

Not Applicable

(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

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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:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>PDCEO</u> | <u>CEBIEN ALTY</u> | <u>615 Kermarah Ave</u> <u>Haines City, FL 33844</u> |
| 2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>VDTS</u> | <u>JOY-LYNN C. ALTY</u> | <u>615 Kermarah Ave</u> <u>Haines City, FL 33844</u> |
| 3) <u>N/A</u> <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |
| 4) <u>N/A</u> <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |
| 5) <u>N/A</u> <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |
| 6) <u>N/A</u> <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |

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

added Article II Duration

amended Article III Purposes to be more specific to intended
operation of nonprofit

added Article IV Membership

added Article V Stock

added Article VI Directors

added Article VII Bylaws

added Article VIII Limitations on Activity

added Article IX Limitation on Personal Liability

added Article X Indemnification

added Article XI Dissolution

added Article XII Defined Terms

added Article XIII Registered Office and Registered Agent

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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Adoption of Amendment(s) (CHECK ONE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ 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 August 15, 2014

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)

Cebien Alty

(Typed or printed name of person signing)

Director, President and CEO

(Title of person signing)

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

UMATTER ORGANIZATION, INC.
(a nonprofit non-stock corporation)

UMatter Organization, Inc., a "nonprofit non-stock corporation" organized and existing under the laws of the State of Florida, hereby certify as follows:

FIRST: U Matter Organization, Inc. was incorporated by the filing of its original Certificate of Incorporation with the Secretary of the State of Florida on February 8, 2010.

SECOND: The Corporation has no members and no directors.

THIRD: This Amended and Restated Certificate of Incorporation was duly adopted in accordance pursuant to the provisions of *Florida Not For Profit Corporation* Chapter 617 of the Florida Statutes.

FOURTH: The Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I
NAME

The name of the corporation shall be **UMATTER ORGANIZATION, INC.** (hereinafter the "Corporation")

ARTICLE II
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSES

The Corporation shall be a non-profit corporation.

The assets of the Corporation are irrevocably dedicated to charitable purposes.

The corporation 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. The purposes of the organization include raising funds and developing outreach programs and services to be used by those who seek it, providing volunteers for educational and/extracurricular activities that will contribute to the public education of the community; engaging in other charitable, civic, or educational activities that will contribute to the public education of the community; and exercising other powers conferred by the laws of Florida on nonprofit corporations. More specifically, such purposes include, but are not limited to, the following:

- A. To aid, assist, and support with contributions of money or property, or otherwise, other corporations, community chests, funds, or foundations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual, and substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- B. To engage in any and all activities necessary and appropriate to raise funds for the purposes of the Corporation including the solicitation of contributions from public and private sources wherever located; and;
- C. To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the Florida General Corporation Law, or otherwise, including, but not limited to, the power to (i)

accept donations of money or property, whether real or personal, or any interest herein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with intended purposes.

ARTICLE IV **MEMBERSHIP**

The Corporation shall have one class of Members who shall be identified in the Bylaws of the Corporation or in accordance with a succession plan adopted by vote of the Members and on file with the records of the Corporation. This Article IV shall not be amended or revoked without further vote of the Members:

ARTICLE V **STOCK**

The Corporation shall have no capital stock.

ARTICLE VI **DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof, as are not forbidden to the Directors by law, this Certificate of Incorporation, or the Bylaws.

The manner of election or appointment of Directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than two (2) Directors.

ARTICLE VII **BYLAWS**

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws or this Certificate of Incorporation.

ARTICLE VIII **LIMITATIONS ON ACTIVITY**

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation; whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

- A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);
- B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);
- C. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or of any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;
- D. Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its 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 above; and

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation:

- (1) Shall not engage in any act of self-dealing as defined in Code Section 4941;
- (2) Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;
- (3) Shall not retain any excess business holdings as defined in Code Section 4943;
- (4) Shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and
- (5) Shall not make any taxable expenditures as defined in Code Section 4945.

ARTICLE IX **LIMITATION ON PERSONAL LIABILITY**

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Florida, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X **INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended.

ARTICLE XI **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall:

- A. Pay or make provision for the payment of all the Corporation's liabilities;
- B. Return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and
- C. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for Charitable, educational, scientific, religious, or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located to be used exclusively for purposes that are charitable, educational, scientific, religious or literary within the meaning of Code Section 501 (c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

ARTICLE XII **DEFINED TERMS**

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII
REGISTERED OFFICE AND REGISTERD AGENT

The name and mailing address of the registered agent is UMatte Organization, Inc.; in the state of Florida is located at 615 Kermarah Ave, Haines City, Florida 33844-6605, Polk County.

The name and address of the Incorporators are: Cebien Alty and Joy-Lynn Alty residing at 615 Kermarah Ave, Haines City, Florida 33844-6605

Having been named as registered agents to accept service of process for the above stated corporation at the place designated in this certificate, we are familiar with and accept the appointment as registered agents and agree to act in this capacity.

I, THE UNDERSIGNED, being the incorporator of the Corporation, hereby execute this Amended and Restated Certificate of Incorporation this 15 day of August 2014.



Cebien Alty, Incorporator