

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations
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SPARK AMERICA, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPARK AMERICA, INC.
A NON-PROFIT CORPORATION**

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The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be changed to Sparking Life, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

c/o J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this corporation is:

J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES AND MISSION**

The specific purpose for which this corporation is organized is to promote advocacy and mentorship and encourage exercise as positive behavior for various persons, such as: (1) those affected by ADD, ADHD, OCD, anxiety disorders, depression and addiction; (2) youth in general; (3) the aging; and (4) to combat obesity.

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This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

The corporation is organized and operated to conduct programs and activities; raise funds; request and receive grants, gifts and bequests of money; acquire, receive, hold and invest, in its own name, securities, funds, objects of value or other property.

The purposes of the corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Code, together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, as amended, which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the corporation. The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Code. Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; and (iv) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex or age. It is the specific intention of the Board of Directors that the purposes and application of the corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

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The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

**ARTICLE V
DIRECTORS**

The corporation shall have no fewer than three (3) and not more than fifteen (15) directors and collectively they shall be known as the board of directors and shall be appointed in accordance with the Bylaws.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this corporation is:

J. Rodman Steele, Jr.
525 Okeechobee Blvd.
Fifteenth Floor
West Palm Beach, FL 33401

**ARTICLE VII
DURATION**

The period of duration of this corporation is perpetual.

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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.

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Corporation's directors, in the manner specified in the Corporation's Bylaws.

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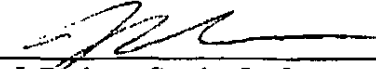
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**ARTICLE X
AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Amended and Restated Articles of Incorporation this 14th day of ~~May~~, 2010.


Jesse



J. Rodman Steele, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Sparking Life, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes.



J. Rodman Steele, Jr.
Dated: ~~May 14~~ June 2010

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