

Amend  
10 7/9/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Beautiful Feet Worldwide, Inc.**

DOCUMENT NUMBER: **N10000001898**

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

Please return all correspondence concerning this matter to the following:

**Matthew Nations**

(Name of Contact Person)

**Beautiful Feet Worldwide, Inc. (Director of Operations)**

(Firm/ Company)

**6339 Sturbridge Court**

(Address)

**Sarasota, FL 34238**

(City/ State and Zip Code)

**mattnations@live.com**

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

For further information concerning this matter, please call:

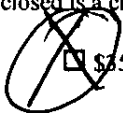
**Matt Nations**

(Name of Contact Person)

at ( **941** ) **266-9014**

(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

Beautiful Feet Worldwide, Inc.

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

N10000001898

(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:**

\_\_\_\_\_ 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: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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

RECEIVED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
12 JUL -5 AM 10:10

**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>

*No changes on this page*

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

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

See attached

(Revised Articles of Incorporation) for Beautiful Feet Worldwide,  
Inc.

January 2012

Beautiful Feet Worldwide, Inc. is a Florida not for profit corporation. The following bylaws are adopted for the corporation.

Article 1: Statement of Purpose

The purpose of Beautiful Feet Worldwide, Inc. ("Beautiful Feet") is to assist and provide shoes to people financially unable to provide for themselves and to reach as many children living in unimaginable circumstances as we can with shoes and sandals and offer other humanitarian support to those who cannot help themselves.

Article 2: Office

The current permanent mailing address is 6290 Sturbridge Court, Sarasota, FL 34238. Other offices may be set up as needed.

Article 3: Membership

The organization will not have members. It may have sponsors, volunteers, contributors, directors, staff, etc. but it is not a membership organization.

Article 4: Board of Directors

The Board of Directors shall have the responsibility for oversight of Beautiful Feet. Directors shall be at least 18 years of age but do not have to be residents of the state of Florida.

The Board of Directors shall consist of at least four members and not more than ten members.

Directors shall be elected annually at a meeting of the Board of Directors. A majority of those voting must vote for retention of each member or the member will need to be replaced. Those attending the meeting shall constitute a quorum.

The Board has the right to add one or more members during the year if a vacancy should occur or it is deemed desirable to add new Directors (up to the maximum number).

Directors who desire to resign are asked to submit a letter of resignation.

Any director who misses two consecutive meetings without a reasonable explanation (such as being out of town, ill, etc.) can be removed with a majority vote of the Board.

No compensation will be paid to members of the Board for their service as members of the Board. Expenses to attend meetings, viewing the work of Beautiful Feet, engaging in customer contact, etc. may be paid. A Director may also receive compensation from Beautiful Feet if that person serves in some capacity in addition to being a member of the Board of Directors.

The Board of Directors must meet at least one time per year. This meeting should be publicized to all members of the Board not less than seven days prior to the meeting.

Emergency meetings of the Board may occur without advance notice provided that a good faith effort is made to inform all Board members prior to the meeting. Any member of the Board can initiate the call for an emergency meeting.

As long as reasonable accommodation is made for participation, meetings may be held via an electronic format (such as video conference, phone calls, etc.).

The Board may make decisions via written consent (including email) in lieu of holding a meeting.

Any member of the Board must disclose potential or real conflicts of interest. Members will recuse themselves from voting on decisions in which they have a direct interest or from which they could benefit. If desired by a majority of the other members of the Board, members with a potential or real conflict may be asked to be absent from discussion and voting about the issue. A conflict of interest does not disqualify a person from serving on the Board. Board members may not use their position to unduly enrich themselves or to have an unfair competitive advantage.

## Article 5: Officers

The Board shall elect a Chairperson. The Board may elect other officers if it chooses to do so. The Chairperson may serve as the primary director of the work of Beautiful Feet or this may be delegated to an Executive Director.

#### Article 6: Records

The corporation shall keep complete and accurate financial records and minutes of all meetings of the Board. The Board shall maintain a registered agent in accordance with the laws of the state of Florida.

#### Article 7: Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

#### Article 8: Indemnification

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member of the Board of Directors or a Committee, manager, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member of the Board of Directors, manager, trustee, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future State of Florida statutes, law or legislation, or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against such person or incurred by such person in his or her capacity as such member of the Board of Directors or a Committee, manager, trustee, officer, agent, employee or representative, or arising out of his or her status as such member of the Board of Directors or a Committee, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Corporation would have the legal power directly to indemnify such person against such liability.



#### Article 9: Amendment

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Board of Directors. Such amendment shall be achieved by a simple majority vote of a quorum of Board members.

#### Article 10: Dissolution

If Beautiful Feet is dissolved then all assets of the corporation shall be used for exempt purposes, preferably those closely aligned with the purpose of Beautiful Feet.

#### ADOPTION

These bylaws were adopted by the Board of Beautiful Feet on the date specified below.

1/27/2012

Date

Amendments approved June 26, 2012

Beautiful Feet 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©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of Beautiful Feet, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(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 Competent Jurisdiction 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.

The date of each amendment(s) adoption: 6/26/2012

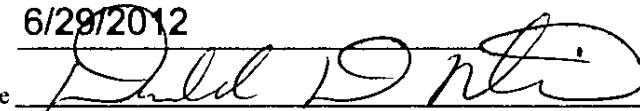
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**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 6/29/2012

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)

Donald D Nations

(Typed or printed name of person signing)

Authorized Agent of the Board of Directors; Corporate Coach

(Title of person signing)