

# N/10000004938

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**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

**SMARTFIT MENTORING INC.**  
(Document No. N10000004938)

Pursuant to the provisions of section 617.1006, Florida Statutes, SMARTFIT MENTORING INC. adopts the following amendment to its Articles of Incorporation. The Articles of Amendment were duly adopted by the Board of Directors on October 29, 2010. There are no members who were entitled to vote on the Amendment.

**ARTICLE I - NAME**

The name of the corporation is SMARTFIT MENTORING INC., hereinafter referred to as the "Corporation".

**ARTICLE II - ADDRESS**

The principal street address and mailing address of the Corporation is 477 NE 71<sup>st</sup> Street, Miami, FL 33138.

**ARTICLE III - PURPOSE**

The Corporation is organized exclusively for charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, which purposes include, but are not limited to, assisting student athletes to achieve scholastic and academic success through mentoring, civic engagement and leadership skills training. In furtherance of its charitable purpose, the Corporation may also make 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.

**ARTICLE IV - ACTIVITIES**

No part of the 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 compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. Notwithstanding any other provision of these Articles,

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the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

#### **ARTICLE V – BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by an initial Board of Directors comprised of three (3) directors. Thereafter, the Board of Directors shall be comprised of not less than three (3) directors, nor more than six (6) directors, the specific number of directors and the manner of their selection shall be as determined by the Corporation's founders and initial directors.

The initial directors of the Corporation shall be:

Jaclin Petion, 477 NE 71<sup>st</sup> Street, Miami, FL 33138

Kevin Charles, 456 NW 85 Street, Miami, FL 33150

Patrick Theodore, 282 NW 111 Terrace, Miami, FL 33168

#### **ARTICLE VI – REGISTERED AGENT**

The initial Registered Agent of the Corporation shall be Jaclin Petion. The address of the Registered Office is 477 NE 71<sup>st</sup> Street, Miami, FL 33138. The initial Registered Agent accepts this designation and agrees to comply with the provisions of Chapter 617 F.S. regarding the same.

#### **ARTICLE VII – TERMINATION**

The Corporation's duration commenced upon the filing of the original Articles with the Division of Corporations and shall continue in perpetual existence until terminated: (i) in accordance with the Corporation's Bylaws, or (ii) through administrative dissolution under applicable Florida law.

#### **ARTICLE VIII – DISSOLUTION**

Upon 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 assets not so disposed of shall be disposed of by a court of competent jurisdiction in Miami-

Dade County, or such other county in which the principal office of the Corporation may be located, exclusively for such purposes or to such organizations as said Court shall determine meets the exempt purposes of Section 501 (c) (3) or other public purpose.

**ARTICLE IX - ADOPTION**

IN WITNESS WHEREOF, the undersigned Director, as a duly authorized representative of the Corporation, has set his hand this 29 day of October 2010.




Jaclyn Petion, Director

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

The undersigned hereby agrees to accept the designation of registered agent for Smartfit Mentoring, Inc. In this capacity, the undersigned agrees to accept service of process at the place designated in the Articles of Incorporation and comply with all the obligations and duties required by Chapter 617 F.S.

Name: Jaclin Petion

Signature:  \_\_\_\_\_

Date: 10/29/2010 \_\_\_\_\_