

N/0000008222

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

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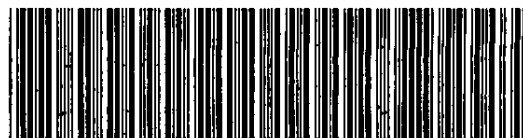
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 29 AM 9:39

Amended / nic
5-9-13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOUTHERN WAVES YOUTH FOUNDATION, INC.

DOCUMENT NUMBER: N10000008222

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

Please return all correspondence concerning this matter to the following:

George Mantzidis, Esq.

(Name of Contact Person)

George Mantzidis, Attorney at Law PLLC

(Firm/ Company)

1185 Immokalee Road, Ste. 110

(Address)

Naples, FL 34110

(City/ State and Zip Code)

george@gmanlaw.com

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

For further information concerning this matter, please call:

George Mantzidis

(Name of Contact Person)

at (239) 438-4609

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2013

GEORGE MANTZIDIS, ESQ.
1185 IMMOKALEE ROAD
STE. 110
NAPLES, FL 34110

SUBJECT: HEART FOUNDATION, INC.
Ref. Number: N10000008222

We have received your document for HEART FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 313A00011553

RECEIVED
13 MAY 29 AM 9:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 29 AM 9:39

HEART FOUNDATION, INC.

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

N10000008222

(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:

SOUTHERN WAVES YOUTH FOUNDATION, INC.

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)

1546 13th Avenue N.

Naples, FL 34102

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

1546 13th Avenue N.

Naples, FL 34102

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:

(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

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>D</u>	<u>Carolyn Upham</u>	<u>8040 Wilfredo Court</u> <u>Naples, FL 34114</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no text or other markings on the paper.

The date of each amendment(s) adoption: 4/15/2013

Effective date if applicable: ~~4/15/2013~~
(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 4/15/2013

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)

Paul Schryver

(Typed or printed name of person signing)

Director

(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION
OF
HEART FOUNDATION, INC.**

THE UNDERSIGNED Directors of the Corporation adopts the following Amended Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Corporation") shall be changed from: HEART FOUNDATION, INC., to SOUTHERN WAVES YOUTH FOUNDATION, INC.

**ARTICLE II.
ADDRESS**

The principal office or mailing address of the Corporation is:

Southern Waves Youth Foundation, Inc.
1543 13th Ave. N
Naples, Florida 34102

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's registered agent is:

George Mantzidis, Esq.
c/o George Mantzidis, Esq.
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV.
PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation

is formed for the purposes of providing a natural boating experience with hands on educational and environmental objectives.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE V. REQUIREMENTS & PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.
5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE VI. DIRECTORS AND MEMBERS

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board.

The name and address of the person(s) to serve as directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Daniel K. Schryver, Director
1546 13th Ave. N
Naples, Florida 34102

Marcus P. Zillman, Director
3361 Tamiami Trail North
Naples, FL 33940

Carolyn Upham, Director
8040 Wilfredo Ct.
Naples, FL 34114

Paul Schryver, Director
1165 8th Street South
Naples, FL 34102

ARTICLE VII. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

ARTICLE VIII. AMENDMENT

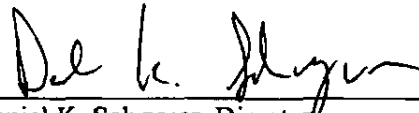
These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE IX. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida

Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

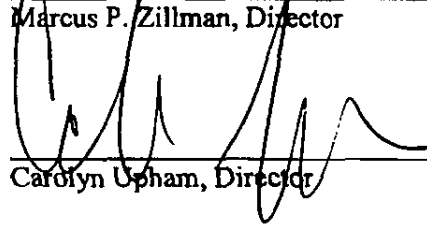
NOW, THEREFORE, the undersigned, being the Directors named, for the purpose of Amending the Articles of Incorporation under the Florida Not-For-Profit Corporation Act has executed these Amended Articles of Incorporation this 15th day of April, 2013.



Daniel K. Schryver, Director



Marcus P. Zillman, Director



Carolyn Upham, Director



Paul C. Schryver, Director