

N100000009322

Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE SHADO FOUNDATION, INC.**

Certificate of Status	0
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*Amended
Restated/cc
@ 5/10/11*

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May 3, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE SHADO FOUNDATION, INC.
4801 S UNIVERSITY DRIVE, SUITE #206
DAVIE, FL 33328

SUBJECT: THE SHADO FOUNDATION, INC.
REF: N10000009322

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H11000122827
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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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**Amended and Restated
ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)**

ARTICLE I NAME

The name of the corporation shall be:

The SHADO Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

480 S University Drive, Suite #206
Davie Florida 33328

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Said 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 Shado Foundation is design to educate, motivate and teach the community about Health and Wellness. The name "Shado" stands for Smoking Cessation, High Blood Pressure, Aids/Hiv, Diabetes and Obesity. The Foundation's intention is to change lives through Health and Wellness education by providing seminars, workshops and trade shows. The Shado Foundation goals are to strengthen and close the educational and medical gap created by socioeconomic barriers and offer life changing opportunities. Our organization priorities are to teach, educate and inform the community to prevent and treat chronic diseases.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

To be stated in the by By-Laws.

ARTICLES V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

Carron Bramwell - President
4801 S. University Drive , Suite # 206
Davie, FL 33328

Sandra Roache - Vice President
4801 S. University Drive , Suite # 206
Davie, FL 33328

Grace Higgin Bramwell - Secretary
4801 S. University Drive, Suite # 206
Davie, FL 33328

Winston Bramwell - Treasurer
4801 S. University Drive , Suite # 206
Davie, FL 33328

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Winston Bramwell Sr. - Officer
19710 NW 9th Drive
Pembroke Pines, FL 33029

Patrina Hall - Officer
13805 NW 20th Street
Pembroke Pines, FL 33028

Sonia Wright - Officer
3750 Inverrary Drive, Apt 2L
Lauderhill, FL 33319

Marjorie Lewis - Officer
1711 SW 99th Avenue
Miramar, FL 33025

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Carron Bramwell
480 S University Drive, Suite #206
Davie Florida 33328

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Carron Bramwell
480 S University Drive, Suite #206
Davie Florida 33328

ARTICLE VIII NONPROFIT CAPITALIZATION

No part of the income of the corporation shall insure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purpose and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

ARTICLES IX MEMBER LIABILITY

The private property of this Corporation's members, directors or officers shall not be subject to the payment of Corporation debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent account selected by the Board of Directors or by any committee so designed by the Corporation, or in relying in good faith upon any records of the Corporation.

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ARTICLES X ACTIVITIES PROHIBITED

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

ARTICLES XI DISSOLUTION

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principle office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, which are organized for such purposes as qualify them as exempt organizations.

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

Caron Bramwell
Signature Registered Agent

5-2-2011
Date

Caron Bramwell
Signature Incorporator

5-2-2011
Date

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The date of each amendment(s) adoption: 2/15/2011
(date of adoption is required)
Effective date if applicable: 2/16/2011
(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 5/09/2011

Signature Carron Bramwell
(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)

CARRON BRAMWELL
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)