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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Michelle's Kid, Inc

DOCUMENT NUMBER: N10000010355

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

Please return all correspondence concerning this matter to the following:

Terry Fortino

(Name of Contact Person)

Michelle's Kids, Inc.

(Firm/ Company)

8419 Millwood Drive

(Address)

Tampa, FL 33615

(City/ State and Zip Code)

terry@michelleskids.com

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

For further information concerning this matter, please call:

Terry Fortino

(Name of Contact Person)

at (813) 384-8337

(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

11 AUG 19 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Michelle's Kids, Inc.

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

N10000010355

(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:

New Registered Office Address:

(Florida street 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*

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Articles of Incorporation MKI-00001 v3 - attached total 4 pages

Article I - no change

Article II - no change

Article III - Purpose changed (Page 1)

Article IV - no change

Article V - no change

Article VI - no change

Article VII - no change from 11/17/2010 amended

Article VII - no change

Article IX - added Page 2

Article X - Added Page 2 & 3

Article XI - Added Page 3

Indemnification - Added Page 3

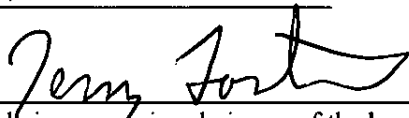
The date of each amendment(s) adoption: August 1, 2011

Effective date if applicable: August 1, 2011 *(date of adoption is required)*
(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 August 1, 2011

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)

Terry Fortino
(Typed or printed name of person signing)

Administrator
(Title of person signing)

Michelle's Kids, Inc.
A Florida "Not for Profit" Corporation
ARTICLES OF INCORPORATION
EIN 27-3884921 / FL Doc # N10000010355

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I. Corporate Name: The name of the corporation is Michelle's Kids, Inc.

Article II. Corporate Addresses: The principal office of the corporation is located at 8419 Millwood Dr, Tampa, FL, 33615. The mailing address of the corporation is 8419 Millwood Dr, Tampa, FL, 33615.

Article III. Purpose: The specific purpose for which this corporation is organized are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that Michelle's Kids, Inc. will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article IV. Directors: The manner in which Directors are elected or appointed is: AS PROVIDED FOR IN THE BYLAWS.

Article V. Registered Agent: The name and Florida street address of the registered agent of Michelle's Kids, Inc. is TERRY FORTINO 8419 MILLWOOD DR, TAMPA, FL, 33615.

Article VI. Incorporator: The name and address of the incorporator is TERRY FORTINO, 8419 MILLWOOD DR, TAMPA, FL, 33615.

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Article VII. Initial Directors: The initial Directors of Michelle's Kids, Inc. are:

President, Johann Fortino, 8419 Millwood Dr, Tampa, FL 33615
Vice-President, Gerald Jacobs, 7716 Brettonwood Dr, Tampa, FL 33615
Administrator, Terry Fortino, 8419 Millwood Dr, Tampa, FL 33615

Article VIII. The Effective Date of Corporation shall Be: November 3, 2010.

Article IX. Membership: The qualification and duration for members, if any, and the manner of their admission shall be regulated by the bylaws

Article X. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** Michelle's Kids, Inc. is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** Michelle's Kids, Inc. is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. Michelle's Kids, Inc. shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out Michelle's Kids, Inc.'s charitable and educational purposes. The property, assets, profits and net income of Michelle's Kids, Inc. are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of Michelle's Kids, Inc. shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and Michelle's Kids, Inc. shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of Michelle's Kids, Inc., the assets of Michelle's Kids, Inc. remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If Michelle's Kids, Inc. holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which Michelle's Kids, Inc.'s principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

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6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
- A. Michelle's Kids, Inc. will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - B. Michelle's Kids, Inc. will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - C. Michelle's Kids, Inc. will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - D. Michelle's Kids, Inc. will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - E. Michelle's Kids, Inc. will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI. Membership: The qualification and duration for members, if any, and the manner of their admission shall be regulated by the bylaws

INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of Michelle's Kids, Inc. shall be indemnified by Michelle's Kids, Inc. against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

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EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this fourth day of January, 2011.



Terry Fortino, Administrator

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Michelle's Kids, Inc., a Florida not for profit corporation.



Terry Fortino, Administrator

Date: August 1, 2011