

N110000000868

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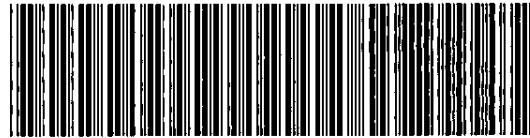
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2011 AUG 22 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TBrown

8-24-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Charity Spa Invitational, Inc.

DOCUMENT NUMBER: N11000000868

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

Please return all correspondence concerning this matter to the following:

Sharon Magee

(Name of Contact Person)

(Firm/ Company)

8110 Caraway Drive

(Address)

Orlando, FL 32819

(City/ State and Zip Code)

smagee@unitedmedical.com

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

For further information concerning this matter, please call:

Sharon Magee

(Name of Contact Person)

at (407) 443-6184

(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

Charity Spa Invitational, Inc.

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

N11000000868

(Document Number of Corporation (if known))

FILED
2011 AUG 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

N/A

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)

N/A

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:

NA

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)

Article 3: to the purpose to include this specific language as requested by the IRS

Please see attached...

Article 8: to include language as specifically requested by the IRS on disposal of not for profit assets should the organization be dissolved ... *please see attached.*

The date of each amendment(s) adoption: August 19, 2011
(date of adoption is required)

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 August 19, 2011

Signature Sharon Magee
(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)

Sharon Magee
(Typed or printed name of person signing)

Incorporator/President
(Title of person signing)

Articles of Amendment
to

ARTICLES OF INCORPORATION

OF

Charity Spa Invitational, Inc.

A NON-PROFIT CORPORATION

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation is Charity Spa Invitational, Inc.

TWO: The name and address of the registered agent of this corporation is Sharon Magee and the principal office and place of business in the State of Florida is to be located at 8110 Caraway Drive, Orlando, FL 32819

THREE:

New text
→ This corporation is organized exclusively for charitable, religious, educational, scientific purposes including, for such purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

The nature and purpose of this corporation is: (i.) to raise money to assist individuals who do not have appropriate access to healthcare services; (ii.) to provide community and financial support to a wide variety of 501 (c) (3) organizations; (iii.) to provide financial assistance to prioritized projects; (iv.) to receive grants and manage the funds derived from such grants in compliance to the regulation of the granting organization with the purpose of funding ongoing research; (v.) to sponsor important educational materials, seminars and programs that foster a better understanding of health-related issues; (vi.) to engage in any other activity permitted by law related to the above purposes and in furtherance thereof (vii) to engage in any other activity permitted by law related to the above purposes and in furtherance thereof.

FOUR: The number of initial directors of this corporation is five. Their names and address are as follows

Sharon Hemphill Magee
8110 Caraway Drive
Orlando, FL 32819

Jill Paris
10112 Falls Grove Street
Orlando, FL 32836

Erika Johnson
13707 Glynshel Drive
Winter Garden, FL 34787

Connie Falbo
108 Blue Stone Circle
Winter Garden, FL 34787

Kathy Pierson
1535 Gants Circle
Kissimmee, FL 34744

The Board of Directors (which shall be no less than 3 and no more than 15) shall direct the affairs and organization of the corporation, and may take all steps that may be proper to perfect such organization, as delineated in the By-laws. New Directors will be added to the Board by a majority vote of the existing members. A majority of Directors shall constitute a quorum for the transaction of business and in no event fewer than three (3) Directors, may constitute a quorum.

(a) The Officers of the corporation shall be the President, the Vice President, the Secretary and the Treasurer, who shall be chosen by the Directors and who shall hold office until their successors are chosen and qualified. The corporation may have such other Officers and Agents as are appropriate, who shall be chosen in such manner and hold their offices for such terms and upon such conditions as may be prescribed by the By-Laws or determined by the Board of Directors. The Board of Directors may delegate to any person within the corporation the power to select, appoint, employ, discharge and fix the terms and conditions of employment and salaries or compensation of any person not holding corporate office.

FIVE: The name and address of the incorporator of this corporation is:

Sharon Hemphill Magee
8110 Caraway Drive
Orlando, FL 32819

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

The corporation shall have such class of members as provided in the By-Laws and as the Board of Directors may determine from time to time by amendment to the By-laws. However, the only voting members of the corporation shall be the members of the Board of Directors who shall also be members of the corporation. All other members shall have all

membership rights as provided in the By-Laws but shall have no voting rights.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

New Text → Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (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 Common Pleas 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 8.19.11

Sharon H. Magee

Sharon H. Magee