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CAPITAL CONNECTION

NO. 4133

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 222-1222

\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BACCHUS EVENTS SOLUTIONS, INC.

|                       |         |
|-----------------------|---------|
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Help

*Amended &  
Restated &  
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2/23/2011*

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Articles of Amendment  
to  
Articles of Incorporation  
of

2011 FEB 23 PH 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDABacchus Events Solutions, Inc.(Name of Corporation as currently filed with the Florida Dept. of State)N11000001694(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:**

Bacchus Events Solutions 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**)*

**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)*

(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)**

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

**E. If amending or adding additional Articles, enter change(s) here:**  
**(attach additional sheets, if necessary). (Be specific)**

**Amended and Restated Articles of Incorporation attached reflecting new corporate**  
**name and changes to articles of not for profit entity.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BACCHUS EVENTS SOLUTIONS FOUNDATION, INC.  
(a corporation not for profit)**

The undersigned incorporation hereby submits these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

**ARTICLE I. NAME**

The name of the corporation is Bacchus Events Solutions Foundation, Inc. (The "Corporation") and the mailing address and principal office of the Corporation are at 2204 Cypress Hollow Court, Safety Harbor, FL 34695.

**ARTICLE II. EXISTENCE**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE III. PURPOSE**

The purposes for which the Corporation is organized are:

To enhance, support and sustain public charities through the organization and facilitation of fundraising events and sponsorships for charitable giving..

The general purposes for which the Corporation is organized are exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code, as amended in 1986 (the "Code") or the corresponding provisions of successor law.

The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c) of the Code, and, notwithstanding any other provision of these

Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Section 501(c) of the Code, contributions to which are deductible for federal income, gift and estate tax purposes.

In furtherance of the Corporation's foregoing purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing charitable and other purposes.

ii) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

iii) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

iv) To use, expend or distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the

furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

v) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

vi) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

vii) To contract and be contracted with, and to sue and be sued.

viii) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary (this shall not be compulsory unless required by law).

ix) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

x) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

All the property of this Corporation is and shall be irrevocably dedicated to charitable purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for charitable purposes which, at the time of such dissolution, qualify as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

#### ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 311 Park Place Boulevard, Suite 250, Clearwater, FL 33759, and the name of its initial registered agent at such address is Michael E. Boutzoukas.

#### ARTICLE V - MEMBERS

This Corporation shall have Members. The classes of Members, and the manner in which Members shall be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

**ARTICLE VI. MANAGEMENT**

With respect to the operation of this Corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors, who shall be chosen as set forth in the bylaws of the Corporation. The number of directors of the Corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this Corporation, but shall not be less than three.

The names and addresses of the persons who are to serve as the initial directors are:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Josephine P. Schaaf | 2240 Cypress Hollow Court<br>Safety Harbor, FL 34695          |
| Mariela Lucas       | 5301 Gulf Boulevard, #609<br>St. Pete Beach, FL 33706         |
| Natalie Yaremenko   | 2700 East Grand Reserve Circle, #1017<br>Clearwater, FL 33759 |

**ARTICLE VII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

**ARTICLE VIII. DISSOLUTION**



In the event of dissolution, after payment or provision for payment of all debts and liabilities of the Corporation, the residual assets of the organization will be turned over to one or more not-for-profit fund, foundation or corporation which themselves are exempt as organizations described in Section 501(c)(3) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusively public purposes.

#### ARTICLE IX

The name and address of the incorporator is:

Michael E. Boutzoukas, Esq.  
Becker & Pollakoff, P.A.  
311 Park Place Boulevard, Suite 250  
Clearwater, FL 33759

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be adopted at the first meeting of the Members. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

#### ARTICLES XI - OFFICERS

This Corporation shall have those officers designated in the Bylaws from time to time.

#### ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XIII - STOCK

This Corporation shall not have capital stock.

ARTICLE XIV - PRIVATE FOUNDATION

In any tax year in which the Corporation has been, or can be, characterized as a "private foundation" within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

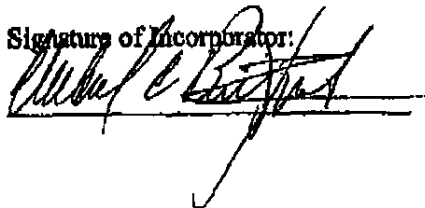
Shall not retain any excess business holdings as defined in Section 4943(e) of the Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

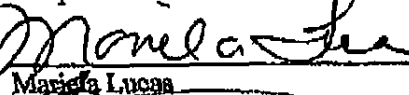
Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In witness whereof, the undersigned being the incorporator of this Corporation has executed these Articles of Incorporation.

Signature of Incorporator:



Signature of Initial Directors

  
Josephine P. Schaaf  
Marieta Lucena  
Natalie Yaremko

The date of each amendment(s) adoption: February 21, 2011

Effective date if applicable: February 23, 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 2/22/2011

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)

Josephine P. Schaef

(Typed or printed name of person signing)

Chairman of Board of Directors/President

(Title of person signing)