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TALLAHASSEE, FLORIDA

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JUL 31 2013
T. LEMIEUX
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Thought Lem, Inc.

DOCUMENT NUMBER: N11000002787

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

Please return all correspondence concerning this matter to the following:

Zach Evangelista
(Name of Contact Person)

Evangelista Law
(Firm/ Company)

200 S. Biscayne Bld. # 4000
(Address)

Miami, FL 33131
(City/ State and Zip Code)

zachariah@evangelistalawfl.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Zach Evangelista at (305) 975-9597
(Name of Contact Person) (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
OF
THOUGHT LOOM, INC**

Pursuant to the provisions of section 617.1006 this Florida Not for Profit Corporation amends its Articles of Incorporation. Hereforth Thought Loom's Article's of Incorporation shall read as follows:

**ARTICLE I
NAME**

The Name of the Organization (hereinafter referred to as the "Corporation") shall be the Thought Loom, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The Principal Office of the Corporation shall be at
400 SW 2nd Street, No. 107
Miami, FL 33130

**ARTICLE III
REGISTERED AGENT**

The name and address of the Resident Agent in this State are:

Zach Evangelista
200 South Biscayne Blvd., Ste. 4000
Miami, FL 33131

Said Resident Agent is an individual actually residing in this State.

**ARTICLE IV
PURPOSE OF CORPORATION**

The purposes for which this Corporation is organized is to educate the public about the art of dance and facilitate the advancement of the art of dance in South Florida These purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to exercise all rights and powers conferred upon it by law and by these Articles of Incorporation.

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,

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ARTICLE VII
DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VIII
DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets remaining after payment of all debts and liabilities shall be distributed to one or more organizations exempt under 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. If the Corporation 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 the Corporation's principal office is located, upon petition thereof the Attorney General.

ARTICLE IX
BOARD OF DIRECTORS

The method of selection of the Board of Directors, and number of directors shall be stated in the bylaws, but at no time shall the number of Board of Directors be less than three.

ARTICLE X
PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI
NONSTOCK CORPORATION

The Corporation is a nonstock corporation, and no dividends or pecuniary profits will be declared or paid. The Corporation has no authority to issue capital stock. All the earnings and property of the corporation shall be used to further the purposes and objectives of the Corporation. Nothing contained herein, however, shall prohibit payments by the Corporation to directors, officers, or employees as reasonable compensation for services rendered to the Corporation.

ARTICLE XII
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 the Corporation shall be indemnified by the