

N11000003756

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*Carol Vlachos* Attorney

August 26, 2011

Department of State  
Division of Corporations  
Clifton Building  
Non-Profit Corporations, Amended Articles  
2661 Executive Center Circle  
Tallahassee, FL 32301

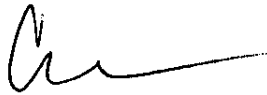
RE: Domani Foundation, Inc.

Dear Sirs:

Attached is the Amended Articles of Incorporation with revised language pursuant to IRS standards. I have also attached a check for \$35.00 in payment of the amendment. Please note it is urgent that this Amendment be completed as soon as possible as we are working on a deadline with the IRS.

I appreciate any assistance you can give me in this matter.

Sincerely,



Carol Vlachos

CV  
enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 30, 2011

CAROL VLACHOS  
9990 COCONUT RD., STE 303  
BONITA SPRINGS, FL 34135

SUBJECT: DOMANI FOUNDATION, INC.  
Ref. Number: N11000003756

We have received your document for DOMANI FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 311A00020195

*See original Amended Articles  
revised.*

*See Amended  
articles or  
pg. 3 execution  
see minute  
adopting  
change*

*See attached  
by-laws  
'no members'*

**AMENDED ARTICLES OF INCORPORATION  
OF**

**DOMANI FOUNDATION, INC.**

**A Florida "Not for Profit" Corporation**

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

- A. NAME OF CORPORATION:** The name of the corporation is Domani Foundation, Inc.
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 9990 Coconut Road, Suite 303, Bonita Springs, Florida 34135.
- C. MAILING ADDRESS:** The mailing address of the corporation is 9990 Coconut Road, Suite 303, Bonita Springs, Florida 34135.
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is Carol Vlachos. The address of this registered agent is 9990 Coconut Road, Suite 303, Bonita Springs, Florida 34135.
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The following Board of Directors Rita Fornari and David Fornari are hereby removed and replaced by the following directors: Robert A. Hanayik, 3813 Mill Manor Drive, Midlothian, VA 23112 and Bruce Goodman, c/o Shepard & Kaplan, 125 Summer Street, 2<sup>nd</sup> Floor, Boston, Mass 02110.
- G. INCORPORATORS:** The name and address of the incorporator / no change
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. Said organization 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 corresponding section of any future federal tax code.
  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

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DOMANI FOUNDATION, INC.  
TALLAHASSEE, FLORIDA

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 the Corporation 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.

#### **I. 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:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation 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 the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation 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 the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon the dissolution of the 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 a court of competent jurisdiction in 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.

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.) The Corporation 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.) The Corporation 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.) The Corporation 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.) The Corporation 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.) The Corporation 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.

J. **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 Corporation 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 or administrators) may be entitled apart from this Article.

#### EXECUTION

These Articles of Incorporation are hereby amended and executed by directors on this 5TH day of SEPTEMBER, 2011. ~~There are no members or members entitled to~~ vote.

[Signature]  
Frank Fornari

[Signature]  
Rita Fornari

#### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Domani Foundation, Inc., a Florida not for profit corporation.

[Signature]  
Carol Vlachos

Date: 9/9/11