

N11000005289

(Requestor's Name)

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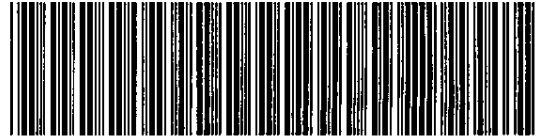
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amended

Restated

DC

Art.
7-27-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TORREY SMITH FOUNDATION, INC.

DOCUMENT NUMBER: N11000005289

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

Please return all correspondence concerning this matter to the following:

JASON VENGER

(Name of Contact Person)

V2R CONSULTING, LLC

(Firm/ Company)

20 ISLAND AVENUE, UNIT 1203

(Address)

MIAMI BEACH, FLORIDA 33139

(City/ State and Zip Code)

info@v2r-consulting.com

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

For further information concerning this matter, please call:

JASON VENGER

(Name of Contact Person)

at (786) 368-5494

(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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TORREY SMITH FOUNDATION INC.

The Board of Directors of the Torrey Smith Foundation, at a special meeting of the officers and directors of the corporation voted for a complete restatement of the Articles of Incorporation in order to comply with the rules and regulations for a qualified exempt organization as that term is defined under Section 501 of the U.S. Internal Revenue Code, as follows:

ARTICLE I - NAME

The name of this corporation is:

TORREY SMITH FOUNDATION INC.

ARTICLE II - ADDRESS

The principal address of this corporation is:

**20 ISLAND AVENUE, UNIT 1203
MIAMI BEACH, FLORIDA 33139**

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, as more fully set forth

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below, 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 the corresponding section of any future federal tax code.

A. To provide [or to fund other charitable, 501 (c) (3) exempt, organizations to provide]: support to children with educational and financial challenges; focus on the enhancement of the lives of at risk youth and families in distress. Such support will include training of children and young adults for the purpose of improving or developing the individual's physical, mental and educational capabilities, concentrating on core curriculum subjects and additional subjects useful to the individual and community.

(b) To provide [or to fund other charitable, 501 (c) (3) exempt, organizations to provide] support to enhance the lives of those that have been the product of domestic violence; to educate the community on the negative impacts of domestic violence in people of all ages.

(c) To fund qualified charitable organizations in order to foster education, relieve the poor, heal the sick and aid the distressed and helpless.

ARTICLE V - LIMITATIONS ON FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, trustees, or other private persons, except that the 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 **Article IV** hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - DISSOLUTION/ASSET DISTRIBUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII - MANAGEMENT

A Board of Directors of at least three (3) members, who shall elect a President, a Vice President, a Secretary and a Treasurer, shall manage the affairs of this not-for-profit corporation. The elected officers, together with such other officers or boards as may be designated in the bylaws of the corporation, shall run the day-to-day operation of the organization. The Board of Directors shall be elected annually

by the members of the corporation in a manner prescribed in the bylaws of the corporation.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

V2R CONSULTING, LLC
20 ISLAND AVENUE, UNIT 1203
MIAMI BEACH, FL 33139

I hereby accept appointment as registered agent and to accept service of process for the above named corporation at 20 Island Avenue, Unit 1203, Miami Beach, Florida 33139 and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent.



JASON VENGEE

ARTICLE IX - MEMBERS

The qualifications and manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups. The qualification for membership set forth in the bylaws shall not discriminate on the basis of race, creed or color.

ARTICLE X - INCORPORATOR

The name and address of the original incorporator signing these

Articles was/is:

JASON VENGER
20 ISLAND AVENUE, UNIT 1203
MIAMI BEACH, FL 33139

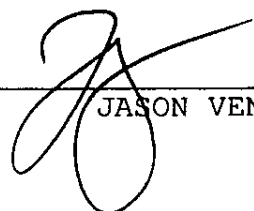
ARTICLE XI - BY-LAWS

The bylaws of this corporation shall be made by the Board of Directors of the corporation, and may only be adopted, altered, rescinded or amended in whole or part, by a majority affirmative vote of the Board at any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE XII - AMENDMENT

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any future amendment thereto by a two thirds (2/3) vote of the then members of the Board.

IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this
5 day of July 2011.

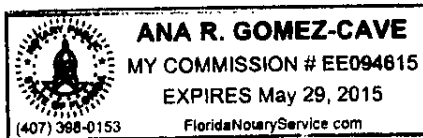


JASON VENGER

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this
19th day of July, 2011, by Jason Venger who
is personally known to me or who has produced
_____, as identification who did take an
oath.



(Seal)

NOTARY PUBLIC:

Sign: _____

Print: Ana Gomez-Cave

STATE OF FLORIDA AT LARGE

My Commission Expires:

The date of each amendment(s) adoption: July 5, 2011

(date of adoption is required)

Effective date if applicable: Immediate

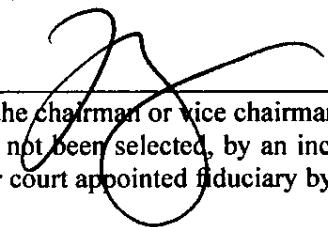
(no more than 90 days after amendment file date)

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 7/5/11

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)

JASON VENGER

(Typed or printed name of person signing)

DIRECTOR & INCORPORATOR

(Title of person signing)