

NI/000000 7944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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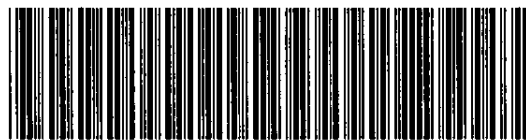
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 27 2012  
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Water For All Nations Inc.

DOCUMENT NUMBER: N11000007944

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

Please return all correspondence concerning this matter to the following:

Ryan Winter

(Name of Contact Person)

Water For All Nations Inc.

(Firm/ Company)

626 Monte Carlo Road

(Address)

Jacksonville, Florida 32216

(City/ State and Zip Code)

ryanwinter@waterforallnations.org

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

For further information concerning this matter, please call:

Ryan Winter

(Name of Contact Person)

at ( 904 ) 735-8994

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Water For All Nations Inc.

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

N11000007944

(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:

*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)

626 Monte Carlo Road

Jacksonville, Florida 32216

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

626 Monte Carlo Road

Jacksonville, Florida 32216

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:

Ryan C. Winter

626 Monte Carlo Road

(Florida street address)

New Registered Office Address:

Jacksonville

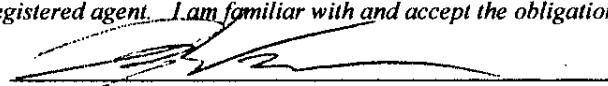
(City)

Florida 32216

(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

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TALLAHASSEE, FLORIDA

**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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

|  |           |                    |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u>    |
| <input checked="" type="checkbox"/> Remove | <u>V</u>  | <u>Mike Jones</u>  |
| <input checked="" type="checkbox"/> Add    | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u><br>(Check One)          | <u>Title</u> | <u>Name</u>               | <u>Address</u>                     |
|---|--------------|---------------------------|------------------------------------|
| 1) <input checked="" type="checkbox"/> Change | <u>P</u>     | <u>Geophrey J. Mbatta</u> | <u>626 Monte Carlo Road</u>        |
| <input type="checkbox"/> Add                  |              |                           | <u>Jacksonville, Florida 32216</u> |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |
| 2) <input type="checkbox"/> Change            | <u></u>      | <u></u>                   | <u></u>                            |
| <input type="checkbox"/> Add                  |              |                           | <u></u>                            |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |
| 3 ) <input type="checkbox"/> Change           | <u></u>      | <u></u>                   | <u></u>                            |
| <input type="checkbox"/> Add                  |              |                           | <u></u>                            |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |
| 4) <input type="checkbox"/> Change            | <u></u>      | <u></u>                   | <u></u>                            |
| <input type="checkbox"/> Add                  |              |                           | <u></u>                            |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |
| 5) <input type="checkbox"/> Change            | <u></u>      | <u></u>                   | <u></u>                            |
| <input type="checkbox"/> Add                  |              |                           | <u></u>                            |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |
| 6) <input type="checkbox"/> Change            | <u></u>      | <u></u>                   | <u></u>                            |
| <input type="checkbox"/> Add                  |              |                           | <u></u>                            |
| <input type="checkbox"/> Remove               |              |                           | <u></u>                            |

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

See attached Amended Articles of Incorporation

The date of each amendment(s) adoption: 12/09/12

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 12/09/12

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)

Ryan C. Winter

(Typed or printed name of person signing)

Director, Vice-President

(Title of person signing)

**ARTICLES OF INCORPORATION  
OF  
WATER FOR ALL NATIONS INC.  
A Florida Nonprofit Corporation**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of the Corporation is: Water For All Nations Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is: 626 Monte Carlo Road Jacksonville, Florida 32216.

**ARTICLE III  
REGISTERED AGENT**

The initial street address of the Corporation's registered office is: 626 Monte Carlo Road Jacksonville, Florida 32216. The initial registered agent for the Corporation at that address is: Ryan C. Winter.

**ARTICLE IV  
DIRECTORS**

The initial board of directors shall consist of three members. The number of directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than three. The names and addresses of the persons who shall serve on the initial board of directors are:

| Names              | Addresses   |
|--------------------|---|
| Ryan C. Winter     | 626 Monte Carlo Road<br>Jacksonville, Florida 32216           |
| Geophrey J. Mbatta | 626 Monte Carlo Road<br>Jacksonville, Florida 32216           |
| Lee M. Gordon      | 1328 Hancock Street Apartment B<br>Tallahassee, Florida 32304 |

## **ARTICLE V INCORPORATORS**

The names and street addresses of the persons signing these articles of incorporation are:

| Names          | Addresses   |
|----------------|---|
| Ryan C. Winter | 626 Monte Carlo Road<br>Jacksonville, Florida 32216 |

## **Article VII PURPOSE**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

This corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

This corporation is formed to aid, support, and assist through education, training, funding, gifts, contributions, or otherwise, individuals living in developing nations to create sustainable solutions for better living, primarily through clean water initiatives.

This corporation is formed 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.

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.

## **Article VIII. 501(c)(3) LIMITATIONS**

**CORPORATE PURPOSES:** Notwithstanding any other provision of these 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.

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

**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.

**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.

**DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed to the federal government, or to a state or local government, to be used exclusively for charitable and educational purposes. 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 by the Attorney General or by any person concerned in the liquidation.

**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.

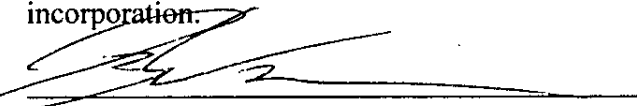
#### **ARTICLE IX INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

#### **ARTICLE VIII DURATION**

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

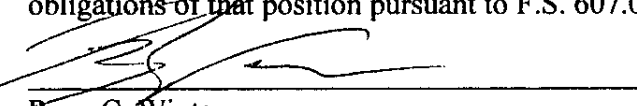
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.

  
\_\_\_\_\_  
Ryan C. Winter  
Incorporator

12/09/12  
Date

#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Water For All Nations Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
Ryan C. Winter  
Registered Agent

12/09/12  
Date