

NI1000008499

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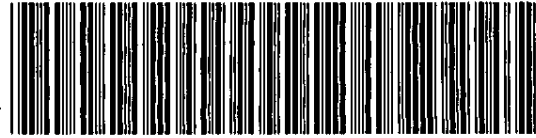
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CLERK OF STATE
TALLAHASSEE FL 32304

AMEND
XRG
6/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tambu Haven Corporation

DOCUMENT NUMBER: N11000008499

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

Please return all correspondence concerning this matter to the following:

Frank Levy

(Name of Contact Person)

Tambu Haven Corp

(Firm/ Company)

P O Box 3438

(Address)

N. Ft Myers FL 33918

(City/ State and Zip Code)

Tambu@earthlink.net

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

For further information concerning this matter, please call:

Frank Levy

(Name of Contact Person)

at 239 826 5699

(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

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2012 JUN -7 AM 10:10

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TO AGENCY FILE
SUFFICIENCY OF FEES

FILED

12 JUN 12 PM 4:41

Articles of Amendment
to
Articles of Incorporation
ofSECRETARY OF STATE
TALLAHASSEE, FLORIDA**Tambu Haven Corporation**

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

N11000008499

(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:**not applicable**

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**)**not applicable****C. Enter new mailing address, if applicable:**(Mailing address **MAY BE A POST OFFICE BOX**)**not applicable****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:****not applicable**

(Florida street address)

New Registered Office 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)

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>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change
☐ Add
☐ Remove

NOT APPLICABLE

2) ☐ Change
☐ Add
☐ Remove

3) ☐ Change
☐ Add
☐ Remove

4) ☐ Change
☐ Add
☐ Remove

5) ☐ Change
☐ Add
☐ Remove

6) ☐ Change
☐ Add
☐ Remove

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

Article III Purpose To engage in the charitable act of housing retired exotic cats previously used in entertainment, and the dogs that train them, so that they may live out the rest of their lives with respect and care. To provide free education to the public on the importance of saving these endangered species for future generations. Said organization is organized exclusively for charitable, 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. No part of the earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose Clause hereof. No substantial part of the activities of the organization shall be the carrying out of propaganda, or otherwise attempting to influence legislation and the organization shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by (A) By and organization exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (B) by an organization, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue, or corresponding section of any future Federal tax Code.

Article IV Manner of Election Directors were self-appointed. Any director wishing to resign or promote must present at the annual meeting their desire of same. This will be under the vote of a majority rule. **ADDITIONAL SHEETS ATTACHED**

Article VIII Conflict of Interest**Purpose**

It is the policy of the board that the existence of any interest, direct or indirect, with any persons or firms supplying goods or services, leasing property or equipment, donors, agencies or organizations which affect the operations of Tambu Haven Corporation shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board, officers, and management employees to scrutinize transactions and outside business interest and relationships for potential conflicts and to immediately make such disclosures. The Board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the corporation. The decision of the Boar on these matters will rest in their sole discretion, and their concern must be the welfare of the corporation and the advancement of its Purpose.

Article IX**Procedures****1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article X**Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article XI

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article XII

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XIII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article L

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article LI

Statutory Provisions Satisfying the Requirements of Internal Revenue Code Section 508(e)

Florida has adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161. This Florida

corporation shall follow the State Statutory Provisions subject to the applicable provisions of Florida law and grants ruling to a court of competent jurisdiction.

Article LII

Operation as Private Foundation

Corporation shall perform operation as a private foundation.

Article LIII

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 the court of common pleas of 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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature of Registered Agent

09/08/2011

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

09/08/2011

Date

The date of each amendment(s) adoption: 09/08/2011

Effective date if applicable: 09/08/2011

(no more than 90 days after amendment file date)

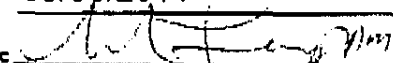
Adoption of Amendment(s)

(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 09/08/2011

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)

Dr. Frank Levy

(Typed or printed name of person signing)

Officer/Director

(Title of person signing)