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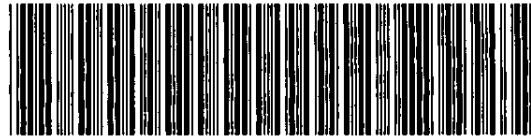
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2013 MAR 11 AM 8:53
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DR
2/14/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Active Suncoast Foundation, Inc.

DOCUMENT NUMBER: N12000000670

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

Please return all correspondence concerning this matter to the following:

Todd D. Kaplan

(Name of Contact Person)

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.

(Firm/ Company)

8470 Enterprise Circle Ste. 201

(Address)

Lakewood Ranch, FL 34202

(City/ State and Zip Code)

tkaplan@icardmerrill.com

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

For further information concerning this matter, please call:

Todd D. Kaplan

(Name of Contact Person)

at (941) 907-0006

(Area Code & Daytime Telephone Number)

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

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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
THE ACTIVE SUNCOAST FOUNDATION, INC.**

FILED
2013 MAR 11 AM 8:53
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The undersigned, as vice-president and a member of the board of directors of The Active Suncoast Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the Corporation has no members and the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors at a meeting duly held on March 1, 2013:

AMENDMENT

1. The provisions of Article III are deleted in their entirety and a new Article III is inserted in lieu and in place thereof, which new Article III shall read as follows:

Article III

The specific purposes for which this Corporation is organized are:

(a) The Active Suncoast Foundation, Inc. is a non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code..

(b) Mission: The mission of the Corporation is to promote, foster and encourage individuals to integrate physical activity, fitness healthy living and wellness into the lives of individuals living in the Suncoast region of Florida through the development and production of foot races and other innovative active events and programs that promote exercise and activities, including biking, hiking, walking, and running. The events and races produced by the Corporation are open to all individuals; however, specific programs will focus on educating and promoting the benefits of running, physical activity and exercise to the region's youth. As part of the Corporation's events and activities, the Corporation will provide education and training opportunities to individuals looking to lead healthier and more active lives. To maximize the impact on the Corporation's mission, the Corporation may seek to collaborate, support or make distributions to, non-profit organizations qualified under 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

(c) To carry out this purpose, the Corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the charitable, religious educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(d) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(f) 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 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 of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. This Amendment shall become effective March 1, 2013.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Incorporation this March 1, 2013.


Todd D. Kaplan, Authorized Agent