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Amends And
Restated Act

12 JAN 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JAN 27 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Integrity Florida Institute, Inc.

DOCUMENT NUMBER: N12000000692

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

Please return all correspondence concerning this matter to the following:

Daniel B. Krassner

(Name of Contact Person)

Integrity Florida Institute, Inc.

(Firm/ Company)

715 North Calhoun Street, Unit 4

(Address)

Tallahassee, Florida 32303

(City/ State and Zip Code)

dankrassner@gmail.com

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

For further information concerning this matter, please call:

Daniel B. Krassner

(Name of Contact Person)

at (850) 3210432

(Area Code & Daytime Telephone Number)

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

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

Integrity Florida Institute, Inc.

FILED
12 JAN 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of the undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Florida Non-Profit Corporation Act, do hereby certify:

Article I: The name of the Corporation shall be Integrity Florida Institute, Inc.

Article II: The place in this state where the principal office of the corporation is to be located is at 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303 and a mailing address of 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303 in Leon County.

Article III: Said corporation is organized exclusively for educational purposes, including, for such purposes,

1. To be a research and educational organization whose mission is to eliminate the corrupting influence of money in politics.
2. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held administered, and disposed of exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.

3. To exclusively promote and carry on any other educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under Florida Statutes, Chapter 617, Corporations Not For Profit.
4. Except as hereinafter provided, the corporation shall have all powers necessary and convenient to carry out its purposes, including the powers now or hereafter enumerated in Florida Statutes, Chapter 617, Corporations Not For Profit.
5. The powers and activities of the corporation shall be limited as follows:
 - a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; 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.
 - b. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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; (ii) 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; or (iii) a corporation organized and existing under Florida Statutes, Chapter 617, Corporations Not For Profit.

Article IV: The directors are elected in the method stated in the bylaws.

Article V: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

- Daniel Benjamin Krassner, Executive Director, 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303
- Nicole Lauren Krassner, 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303
- Michael Joseph Dema, Esq., 1034 27th Street North, Saint Petersburg, FL 33713

Article VI: The initial registered office and initial registered agent is Daniel Benjamin Krassner, 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303.

Article VII: The incorporator is Daniel Benjamin Krassner, 715 North Calhoun Street, Unit 4, Tallahassee, FL 32303.

Article VIII: The effective date for the incorporation of Integrity Florida Institute, Inc. shall be January 21, 2012.

Article IX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. 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 a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

Article X: Directors of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director derived an improper personal economic benefit; or, (d) under Sections 8.31-8.33 of the Florida Statutes, Chapter 617, Corporations Not For Profit.


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.


Daniel Benjamin Krassner

Required Signature of Registered Agent

1/23/12
Date

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


Daniel Benjamin Krassner

Required Signature of Incorporator

1/23/12
Date

Articles of Amendment
to
Articles of Incorporation
of

Integrity Florida Institute, Inc.

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

N12000000692

(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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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

(Attach additional sheets, if necessary)

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.

Example:

<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>
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Address

100% 90% 80% 70% 60% 50% 40% 30% 20% 10% 0%

DOI: 10.1002/anie.201500000

DOI: 10.1002/for

[illegible]


The date of each amendment(s) adoption: January 21, 2012

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 January 23, 2012

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)

Daniel B. Krassner

(Typed or printed name of person signing)

Executive Director, Integrity Florida Institute, Inc.

(Title of person signing)