

N12000010181

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
REPLAY OUTREACH, INC

Certificate of Status	0
Certified Copy	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 11 2013

T. LEWIS



January 3, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

REPLAY OUTREACH, INC
PO BOX 20893
BRADENTON, FL 34204-0893US

SUBJECT: REPLAY OUTREACH, INC
REF: N12000010181

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Thelma Lewis
Document Specialist Supervisor

FAX Aud. #: H13000002169
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REPLAY OUTREACH, INC.

FILED
2013 JAN 10 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is REPLAY OUTREACH, INC.
2. PURPOSE. The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable, religious, 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 the corresponding section of any future federal tax code. The specific purpose of the corporation is to provide education and charitable assistance within a religious framework to the general public, including but not limited to addressing at-risk teen needs, community awareness, youth and community development.

3. CAPITAL STOCK. The corporation, a corporation not for profit under Chapter 617, Florida Statutes, shall have no capital stock and no members.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. EARNINGS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purpose set forth in paragraph 2 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these 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 §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax law.

6. PRIVATE FOUNDATION STATUS. During any period that the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code, or corresponding section of any future tax law, the corporation will:

- A. Distribute its income for each tax year at such time and in such manner as

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not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding section of any future federal tax law.

B. Not engage in any act of "self dealing" as defined in §4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

C. Not retain any "excess business holdings" as defined in §4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax law.

D. Not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding section of any future federal tax law.

E. Not make any "taxable expenditures" as defined in §4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

7. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 7163 46th Avenue Circle East, Bradenton, Florida 34203, and the name of the initial registered agent of the corporation at that address is Lawrence P. Rose. The principal business address of the corporation is 7163 46th Avenue Circle East, Bradenton, Florida 34203

8. NUMBER OF DIRECTORS. The corporation shall have four directors, initially. The number of directors may be increased or diminished from time to time, by by-laws by the directors but shall never be less than three.

9. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Lawrence P. Rose	7163 46 th Avenue Circle East, Bradenton, Florida 34203
Don Champlon	14312 Silver Trout Drive, Bradenton, Florida 34202
Timothy P. McGovern	7639 Desert Inn Way, Bradenton, Florida 34202
Michelle L. Rose	7163 46 th Avenue Circle East, Bradenton, Florida 34203

10. INCORPORATOR. The name and address of the incorporator is: Lawrence P. Rose, 7163 46th Avenue Circle East, Bradenton, Florida 34203.

11. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a meeting of members by a majority of the members entitled to vote thereon if there are members admitted; otherwise by a majority vote of the Board of Directors; unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

12. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until their successors have been elected and qualified, are as follows:

President - Lawrence P. Rose

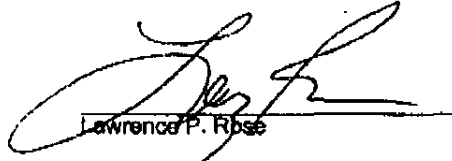
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Vice-President - Don Champion
Secretary - Michelle L. Rose
Treasurer - Timothy P. McGovern

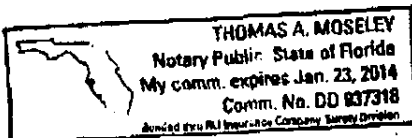
13. DISSOLUTION. Upon dissolution of the corporation, any assets remaining shall be distributed to the federal government, to a state or local government, for a public purpose, or to any organization or organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as shall be determined by the affirmative vote of a majority of the Board of Directors. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to the federal government, to a state or local government, for a public purpose, or to any organization or organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on October 24, 2012.


Lawrence P. Rose

STATE OF FLORIDA
COUNTY OF MANATEE

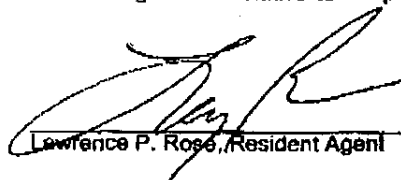
The foregoing instrument was acknowledged before me this 29 day of December, 2012 by Lawrence P. Rose, who is personally known to me or who produced as identification and who did not take an oath.




Notary Public
Printed Name:
My commission expires:

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.


Lawrence P. Rose, Resident Agent

WIREPLAY OUTREACH, INCORPORATED OF INCORPORATED NON-PROFIT, INC.


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ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
REPLAY OUTREACH, INC.
IN LIEU OF A SPECIAL MEETING

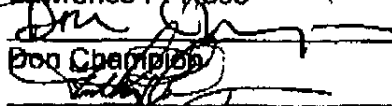
We, the undersigned, being the directors of REPLAY OUTREACH, INC., do hereby adopt the following resolution, taking said action in lieu of a special meeting as permitted by Fla. Stat. §607.0821.

RESOLVED, that the Articles of Restatement of REPLAY OUTREACH, Inc. attached hereto as Exhibit A are hereby adopted.


IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in lieu of a special meeting of the directors of REPLAY OUTREACH, INC., effective the 28th day of December, 2012



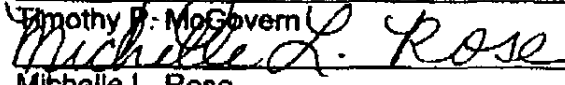
Lawrence P. Rose



Don Chapman



Timothy P. McGovern



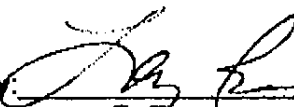
Michelle L. Rose

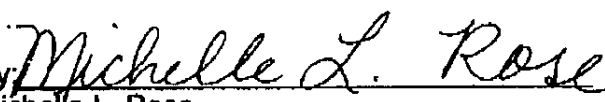
CERTIFICATION OF AMENDED AND RESTATED
ARTICLES OF REPLAY OUTREACH, INC.

The undersigned, being the President and the Secretary of the corporation, hereby certify that:

1. The name of the corporation is REPLAY OUTREACH, INC.
2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State on October 26, 2012, which were effective as of October 24, 2012.
3. In accordance with Fla. Stat. §617.1007, all the directors have approved the amended and restated Articles of Incorporation, which is attached hereto and made a part hereof. There are no members of the corporation and the Board of Directors adopted the amended and restated Articles of Incorporation effective on December 28, 2012.

IN WITNESS WHEREOF, the corporation has caused this Certification to be signed in its name by its President and Secretary and the corporate seal to be affixed this 7th day of January, 2013


By: 
Lawrence P. Rose
As Its President

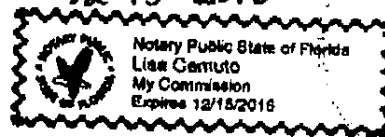
By: 
Michelle L. Rose
As Its Secretary



STATE OF FLORIDA
COUNTY OF MANATEE

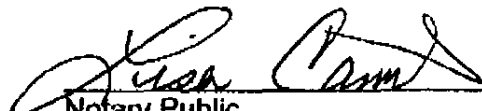
The foregoing instrument was acknowledged before me this 7th day of January, 2013, by Lawrence P. Rose, as President of REPLAY OUTREACH, INC., ☒ who is personally known to me or ☐ who produced _____ as identification.


Notary Public
Printed Name: Lisa Camuto
My Commission Expires: 12-15-2016



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7th day of January, 2013, by Michelle L. Rose, as Secretary of REPLAY OUTREACH, INC., ☒ who is personally known to me or ☐ who produced _____ as identification.


Notary Public
Printed Name: Lisa Camuto
My Commission Expires: 12-15-2016

