

N13000000127

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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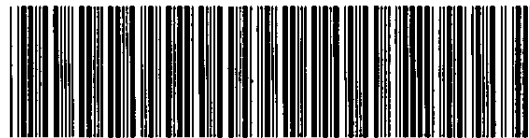
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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MAR 18 2013

WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PhilanTropics Foundation, Inc.

DOCUMENT NUMBER: N13000000127

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

Please return all correspondence concerning this matter to the following:

Grant R. Nieddu

(Name of Contact Person)

PhilanTropics Foundation, Inc.

(Firm/ Company)

P.O. Box 2115

(Address)

Lakeland, FL 33806

(City/ State and Zip Code)

grant.nieddu+philantropics@gmail.com

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

For further information concerning this matter, please call:

Grant R. Nieddu at (561) 247-2686

(Name of Contact Person)

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

Articles of Amendment
to
Articles of Incorporation
of

PhilanTropics Foundation, Inc.

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

N13000000127

(Document Number of Corporation (if known))

FILED
13 MAR 14 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

N/A _____ 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**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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:

N/A

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

N/A

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.

N/A

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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

Articles Attached.

- Amend Articles ~~III~~, ~~IV~~, ~~VII~~, ~~and VIII~~ entirely, ~~as~~ as written in the attachment.
- Add Articles ~~IX~~ and ~~X~~ as written in the attachment.

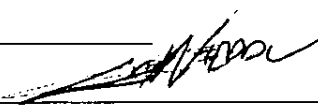
The date of each amendment(s) adoption: March 1st, 2013

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 March 1st, 2013

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)

Grant R. Nieddu

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

Please replace the current Articles of Incorporation for PHILANTROPICS FOUNDATION, INC. with the following Articles of Incorporation.

Amendments Made:

- **Amend Articles III, IV, VII & VIII entirely.**
- **Add Articles IX & X.**

All edits are outlined in detail below.

**Articles of Incorporation
For**

PHILANTROPICS FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**Article I
*Name***

The name of the Corporation is:
PHILANTROPICS FOUNDATION, INC.

**Article II
*Principal Place of Business***

The principal place of business address:
330 SOUTH IOWA AVENUE
APT 302
LAKELAND, FL US 33801

The mailing address of the corporation is:
P.O. BOX 2115
LAKELAND, FL US 33806

**Article III
*Purpose***

Said corporation is organized exclusively for:
CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES,
INCLUDING FOR SUCH PURPOSES, THE MAKE 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.

Article IV
Board of Directors

Section 1 — BOARD ROLE, SIZE AND COMPENSATION:

Role

The board is responsible for overall policy and direction of the organization, and assigns responsibility of day-to-day operations to the staff.

Size

The board shall have up to 12, but not fewer than 3 members.

Compensation

Board members do not receive compensation, except the Executive Director.

- a. The Executive Director receives reasonable compensation approved by the board in accordance with the Conflict of Interest policy.
- b. Compensation shall be approved in advance of paying compensation.
- c. The approval process will be documented in writing, recording the decision made by each individual.
- d. Compensation amount will be approved by basing compensation of similarly situated taxable and tax-exempt organizations for similar services.
- e. The information on which was relied to base and its source(s) will be documented in writing.

Section 2 – INITIAL DIRECTORS

The initial Board of Directors is as follows:

Name: <u>Grant R. Nieddu</u>	Address: <u>330 South Iowa Avenue, Apt. 302, Lakeland, FL 33801</u>
Name: <u>Marissa E. Nieddu</u>	Address: <u>330 South Iowa Avenue, Apt. 302, Lakeland, FL 33801</u>
Name: <u>Natalie Kale</u>	Address: <u>7014 Morning Dove Loop W, Lakeland, FL 33809</u>

Section 3 – POWERS

The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the by-laws and other corporate governing documents, by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 4 — TERMS:

All board members shall serve two-year terms, but are eligible for reappointment for up to five consecutive terms.

Section 5 — MEETINGS AND NOTICE:

The board shall meet at least quarterly, at an agreed upon time and place.

Section 6 — BOARD APPOINTMENT:

During the last quarter of each fiscal year of the corporation, the Executive Director of the Corporation shall appoint Directors to replace those whose terms will expire at the end of the fiscal year.

Section 7 — OFFICERS AND DUTIES:

There shall be a minimum of three officers of the board, consisting of a executive director, secretary and treasurer.

Section 8 — RESIGNATION, TERMINATION AND ABSENCES:

Resignation from the board must be in writing and received by the secretary. A board member can be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons at the sole discretion of the Executive Director.

Article V
Registered Agent

The name and Florida street address of the Registered Agent is:

GRANT R. NIEDDU
330 SOUTH IOWA AVENUE
APT. 302
LAKELAND, FL US 33801

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: GRANT R. NIEDDU

Article VI
Incorporator

The name and address of the incorporator is:

GRANT R. NIEDDU
330 SOUTH IOWA AVENUE
APT. 302
LAKELAND, FL US 33801

Electronic Signature of Incorporator: GRANT R. NIEDDU

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the

calendar year following formation of this corporation every year thereafter to maintain "active" statutes.

Article VII
Effective Date

The effective date for this corporation shall be:

01/01/2013

Article VIII
Limitations

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. 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 Third hereof.
2. 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, 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.
3. Notwithstanding any other 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

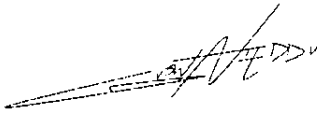
Article IX
Dissolution of Assets

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, to the legitimate local government where the corporation dominantly served as determined by the Board of Directors for a public purpose. Any such assets not so disposed of shall be disposed of 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
Debt Obligations and Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of debts or obligations of this corporation.

In witness whereof, we have hereunto subscribed our names this day of
March 05th, 2013.



Grant R. Nieddu
Executive Director



Marissa E. Nieddu
Director



Natalie Kale
Director