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STATE OF FLORIDA, NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CAPS OF LOVE INC

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:

FIRST

The Articles of Incorporation were filed on February 18, 2013 and were effective February 17, 2013 and assigned document number N13000001582.

SECOND

This Amendment is submitted to amend the following: (indicate article number(s) being amended, added or deleted)

I. Article IV of the Articles of Incorporation is hereby amended as follows:

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation; are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors/Officers. The Interim Directors shall be: **Valerie D. Mathieu, Susanne Lopilato, and Theodor J. Mathieu, Jr.** An election to re-elect or replace the Interim Directors will be held no later than January 30, 2014.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation. Officers will include: President, Vice President, Immediate Past President, Secretary, and Treasurer. Terms of office will be held for a four (4) year period for each officer with the Past President remaining as an officer to provide solid continuity to the association.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

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(e) No part of the assets of the corporation and not part of any net earnings of the corporation shall be divided among or inured to the benefit of any member, officer or director of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation and payments and distributions may be made in furtherance of one or more of its purposes) or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 distributing of statement(s), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of those Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or the dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Code and qualifies as an exempt organization under Section 501(c)(3) of the Code.

(i) All references herein: (i) to the Code shall be deemed to refer to the Code, as now in force or hereafter amended; and (ii) to particular sections of the Code shall be deemed to refer

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to similar or successor provisions hereafter adopted.

2. Article VII of the Articles of Incorporation is hereby amended as follows:

The initial officer(s) and/or director(s) of the corporation are:

Valerie D. Mathieu, President and Director
7235 Pineforest Circle
Lake Worth, FL 33467

Susanne Lopilato, Vice-President & Secretary and Director
1140 NE Martin Avenue
Jensen Beach, FL 34957

Theodor J. Mathieu, Treasurer and Director
7235 Pineforest Circle
Lake Worth, FL 33467

THIRD

These Amendments shall become effective upon filing in accordance with Florida Statutes.

FOURTH:

The foregoing Amendments were adopted and approved by the Board of Directors on October 25, 2013.

BY: Valerie D. Mathieu
Valerie D. Mathieu, President & Director