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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 27 PM 12:04

Amend

JAN 28 2014

T. CARTER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 17, 2014

KATHRYN ROSSMELL  
LEWIS, LONGMAN & WALKER, P.A.  
515 NORTH FLAGLER DRIVE, SUITE 1500  
WEST PALM BEACH, FL 33401 US

SUBJECT: FAREPLAY, INC.  
Ref. Number: N13000001916

We have received your document for FAREPLAY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO 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.

Tina D Carter  
Regulatory Specialist

Letter Number: 214A00001229

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FarePlay, Inc.

DOCUMENT NUMBER: N13000001916

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

Please return all correspondence concerning this matter to the following:

Kathryn Rossmell

(Name of Contact Person)

Lewis, Longman & Walker, P.A.

(Firm/ Company)

515 North Flagler Drive, Suite 1500

(Address)

West Palm Beach, Florida, 33401

(City/ State and Zip Code)

krossmell@llw-law.com

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

For further information concerning this matter, please call:

Kathryn Rossmell

(Name of Contact Person)

at ( 561 ) 640-0820

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**AMENDED  
ARTICLES OF INCORPORATION****14 JAN 27 PM 12:04****OF****FarePlay, Inc.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a non-profit corporation (the "Non-Profit Corporation") under the laws of the State of Florida.

**ARTICLE I.****Name**

The name of the Non-Profit Corporation shall be FarePlay, Inc.

**ARTICLE II.****Principal Office**

410 Evernia Street  
West Palm Beach, FL 33401

**ARTICLE III.****Nature of Business**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code. These purposes include: to educate individuals about the negative impact of illegally downloading copyrighted material created by musicians, filmmakers, authors, photographers, visual artists and everyone who produces creative content distributed over the internet with the intention of being paid for their work.

**ARTICLE IV.****Incorporator**

The name and street address of the Incorporator of this Non-Profit Corporation is as follows:

William Buckley, Jr.  
1801 N. Flagler Drive, Apartment 114  
West Palm Beach, FL 33407

**ARTICLE V.****Term of Non-Profit Corporate Existence**

The Non-Profit Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.****Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 410 Evernia Street, Suite 119, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be William Buckley, Jr. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VII.****Number of Directors**

The business of the Non-Profit Corporation shall be managed by a Board of Directors consisting of at least two people, the exact number to be determined from time to time in accordance with the By-laws.

**ARTICLE VIII.****Initial Board of Directors**

The initial Board of Directors shall consist of four members. The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the Board of Directors, and thereafter until their successors have been elected and qualified are as follows:

William Buckley, Jr., President  
1801 N. Flagler Drive, Apartment 114  
West Palm Beach, FL 33407

Cheryl Gowdy, Vice President  
529 S. Flagler Dr., Suite 27E  
West Palm Beach, FL 33401

Rudy Martin, Treasurer  
15430 Endeavor Dr.  
Jupiter, FL 33478

Bruce Helander, Secretary  
234 9th Street  
West Palm Beach, FL 33401

**ARTICLE IX.****Officers**

The Non-Profit Corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional officers as designated by the Board of Directors pursuant to the By-Laws. Any two or more offices may be held by the same person.

**ARTICLE X.****Transactions in Which Directors  
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Board of Directors entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XI.****Indemnification of Directors and Officers**

(a) The Non-Profit Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in their capacity as Director;

officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which they served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of their duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him/her, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

**ARTICLE XII.****Membership**

The Board of Directors of the Corporation shall constitute the members of the Corporation. Directors and members shall be interchangeable. Additional provisions specifying the obligations of Directors shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of the State of Florida.

**ARTICLE XIII.****Financial Information**

Any additional provisions for the operation of the corporation are as follows:

(a) Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

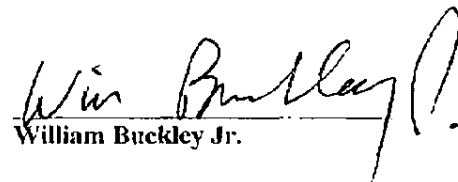
(d) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.



**ARTICLE XIV.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and by majority vote of the Board of Directors.

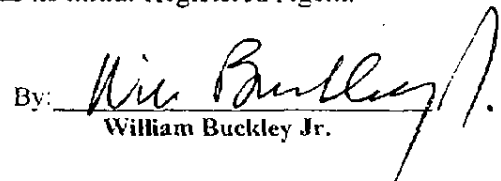
IN WITNESS WHEREOF, the undersigned, being the President of Fareplay, Inc. affirms that the foregoing Amended Articles of Incorporation were duly adopted by the Board of Directors of FarePlay, Inc. on the 29<sup>th</sup> day of December, 2013.

  
William Buckley Jr.

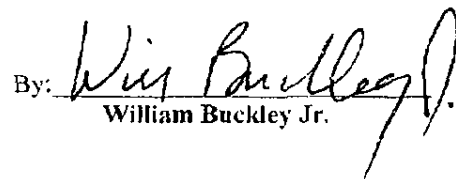
**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

FarePlay, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated William Buckley Jr., as its Registered Office and located at said office, 410 Evernia Street, Suite 119 West Palm Beach, Florida 33401 as its initial Registered Agent.

By:   
William Buckley Jr.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

By:   
William Buckley Jr.

The date of each amendment(s) adoption: December 29, 2013, if other than the date this document was signed.

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.
- ☒ was 1-27-2014 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 1-8-2014

Signature

Wm Buckley Jr  
(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)

William Buckley Jr  
(Typed or printed name of person signing)

PRESIDENT FAMEPLAY, INC  
(Title of person signing)