

NI3000002863

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SECRETARY OF STATE
FALLS CHURCH, VA

JUN 04 2013
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Healthy Planet of Brevard Inc**

DOCUMENT NUMBER: **N13000002863**

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

Please return all correspondence concerning this matter to the following:

Richard Williams

(Name of Contact Person)

Healthy Planet of Brevard Inc

(Firm/ Company)

1305 Girard Blvd

(Address)

Merritt Island, FL, 32952

(City/ State and Zip Code)

pr@healthyplanetofbrevard.com

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

For further information concerning this matter, please call:

Richard Williams

(Name of Contact Person)

at **321 6138545**

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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

Healthy Planet of Brevard Inc.

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

N13000002863

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ 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) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	<u>/</u>	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Completely new articles of incorporation are attached.

The only changes that have been made are the inclusion
of the wording required by the IRS for 501(c)(3) approval.

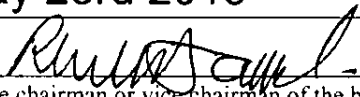
The date of each amendment(s) adoption: May 23rd 2013

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 May 23rd 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)

Richard Williams
(Typed or printed name of person signing)

PR Manager / Director
(Title of person signing)

Articles Of Incorporation for Healthy Planet of Brevard, Inc.

(a Florida Not-for-Profit Corporation)

The undersigned, having agreed to form a Not-for-Profit Corporation under the laws of the State of Florida, hereby executes and acknowledges these Articles of Incorporation as required in Chapter 617, Florida Statutes, as amended.

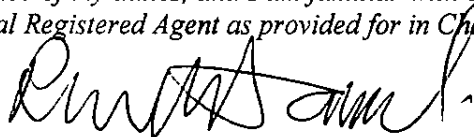
ARTICLE 1. NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Not-for-Profit Corporation shall be Healthy Planet of Brevard, Inc. (hereinafter the "Company"). The initial principal office/mailing address of the Company is: 1305 Girard Boulevard, Merritt Island, FL 32952.

ARTICLE 2. INITIAL REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Company's initial Registered Agent are: Richard Williams, 1305 Girard Boulevard, Merritt Island, FL, 32952. The initial Registered Agent has accepted the appointment as evidenced by the written acceptance below. The Registered Agent of the Company may be changed at any time without an amendment to these Articles as specified within the Company's Bylaws.

Having been named as initial Registered Agent and to accept service of process for the above stated Non-Profit Corporation at the place designated in this certificate, I hereby accept the appointment as initial Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as initial Registered Agent as provided for in Chapter 617, F.S.



(Initial Registered Agent's Signature)

ARTICLE 3. INITIAL MANAGING MEMBERS

The names and addresses of each initial Managing Member are as follows:

- | | |
|----------------------------|---|
| (1) Richard Williams, MGRM | 1305 Girard Blvd., Merritt Island, FL 32952 |
| (2) Eric Fricker, MGRM | 265 Antigua Drive, Cocoa Beach, FL 32931 |
| (3) Judy McCluney, MGRM | 1908 Manor Dr., Cocoa, FL 32922 |

ARTICLE 4. DURATION

The date of commencement of the Company's existence shall be on the date the Articles of Incorporation are filed with the Department of State, and the period of duration of the Company shall continue until dissolved.

ARTICLE 5. ADMISSION OF NEW MEMBERS

The admission of new voting or non-voting members, whether as additional members or as replacement members, will be permitted in accordance with the Bylaws.

ARTICLE 6. NATURE OF BUSINESS

- A. This Company is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- B. The normal business of the Company shall NOT serve to establish a profit making enterprise, as outlined within the Company's Bylaws.
- C. The primary business of the Company is to promote plant-based food choices to enhance human health, alleviate the suffering of animals, and to better protect the natural environment.
- D. In addition, the Company may engage in any activity or business permitted under the laws of the United States of America and any legal and lawful purpose for which a Non-Profit Corporation may be organized pursuant to Chapter 617, Florida Statutes, as the same may be amended from time to time, with all powers and rights which a Non-Profit Corporation may exercise pursuant to the same Statutes.
- E. Notwithstanding any other provisions of these articles, the Company 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 7. MANAGEMENT

The management of the Company shall be reserved to the membership. The initial members shall approve a core group of initial Managing Members who shall have the power and authority to act on behalf of the Company as provided in Chapter 617, Florida Statutes, as the same may be amended from time to time, and as further provided in the Bylaws of the Company.

ARTICLE 8. INITIAL MEMBER CONTRIBUTIONS, ASSET ALLOCATION, AND MEMBER VOTING

- A. Initial Member Contributions -- The total amount of cash to be initially contributed by each of the initial members of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Member Designation</u>
Richard Williams	\$30.00	Family
Eric Fricker	\$30.00	Family
Judy McCluney	\$30.00	Family

- B. Additional Contributions -- The members may make additional capital contributions from time to time, as described within the Company's Bylaws.
- C. Asset Allocation -- The Company has been designated as a not-for-profit corporation. No member shall accrue any interest in any assets of the Company.
- D. Member Voting -- All registered voting members in good standing of the Company shall be entitled to vote on matters relating to the Company as described within the Company's Bylaws.

ARTICLE 9. ADOPTION OF BYLAWS

The initial members shall adopt Bylaws for the Company, which Bylaws may contain any provision for the regulation, operation, and management of the affairs of the Company not inconsistent with these Articles of Incorporation or Chapter 617, Florida Statutes.

ARTICLE 10. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended at any time by a resolution adopted by the affirmative vote of a majority of the voting members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

ARTICLE 11. INDEMNIFICATION

All Managing Members, absent the lack of due diligence or of malfeasance, culpable negligence, breach of fiduciary, breach of trust and commission of any crime in the performance of their duties shall be indemnified to the full extent of company earnings and assets against the claims of others whatsoever. An "Indemnification Fund" shall be established as described within the Company's Bylaws.

ARTICLE 12. COMPANY INDEBTEDNESS & LIABILITIES

- A. No member or Manager shall contract for any debt or incur contractual liability on behalf of the Company except as authorized in the Bylaws or by specific vote of a majority of the Managing Members.
- B. No member will execute any instruments and/or documents for the acquisition, mortgage or disposition of real and/or personal property of the Company without the specific written approval of a majority of the Managing Members unless liability for such actions are individually guaranteed by the member who initiates the transaction and for which he/she assumes all risk to the fullest extent of individually owned assets.

ARTICLE 13. UNAUTHORIZED ACTIONS

The Company will reimburse reasonable expenses incurred by a manager, officer, employee or agent of the Company in the performance of his/her prescribed duties and responsibilities, and, upon the approval of a majority of the Managing Members, for unauthorized actions taken without specific instructions, but which were for the benefit of the Company and which were subsequently ratified by a majority vote of the Managing Members.

ARTICLE 14. DISSOLUTION

A proposal and/or plan by management to dissolve the Company or to merge it with any other entity shall require approval by a majority of the members authorized to vote.

Upon the winding up and dissolution of this Company, after paying or adequately providing for the debts and obligations of the Company, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

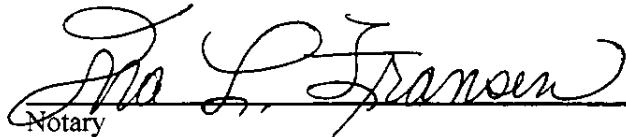
ARTICLE 15. ENDORSEMENT

- A. In accordance with section 617, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
- B. IN WITNESS WHEREOF, the undersigned, being the authorized representative of the initial members of the Company, has executed these Articles of Incorporation and certified to the truth of the facts herein stated this 17th day of May, 2013.


Richard Williams, Organizer

**STATE OF FLORIDA
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 23 day of May, 2013, by Richard Williams, who has produced (personally known to me) as identification, and who executed the foregoing Articles of Incorporation for the purposes expressed therein.



Notary

