

N13000002904

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(Business Entity Name)

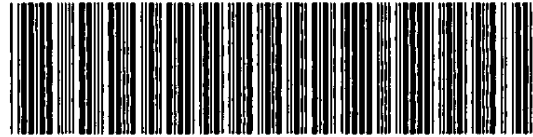
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13 MAY 21 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 23 2013

T. ROBERTS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Giving Kidz a C.H.A.N.C.E., Inc.

DOCUMENT NUMBER: N130000002904

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

Please return all correspondence concerning this matter to the following:

Kathleen A. Cain

(Name of Contact Person)

Giving Kids a C.H.A.N.C.E., Inc.

(Firm/ Company)

333 17th Street

(Address)

Vero Beach, FL 32960

(City/ State and Zip Code)

Kathie@irchealthystart.org

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

For further information concerning this matter, please call:

Kathleen A. Cain

(Name of Contact Person)

at 772 643-3288

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Giving Kidz a C.H.A.N.C.E. Inc.

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

N13000002904

(Document Number of Corporation (if known))

FILED  
13 MAY 21 AM 9:51  
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

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(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.*

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 type="checkbox"/> Change	_____	<u>SEE ATTACHED AMENDED</u>	_____
<input type="checkbox"/> Add	_____	<u>ARTICLES OF INCORPORATION</u>	_____
<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)

**SEE ATTACHED AMENDED ARTICLES OF INCORPORATION**

The date of each amendment(s) adoption: April 8, 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 5/13/13

Signature Kathleen Cain  
(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)

KATHLEEN A. CAIN  
(Typed or printed name of person signing)

DIRECTOR, INCORPORATOR  
(Title of person signing)

Giving Kidz a C.H.A.N.C.E., Inc.

EIN 36-4757686

**Amended Articles of Incorporation of**  
***Giving Kidz a C.H.A.N.C.E. Inc.***

The undersigned, acting as the incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be *Giving Kidz a C.H.A.N.C.E. Inc.*

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the corporation is 333 17<sup>th</sup> Street Suite R, Vero Beach, Florida 32960)

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall be to organize and operate a community foundation and shall be limited to those activities allowed to be carried on by an organization referred to in Section 170(b)(2) of the Code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf or in opposition to any candidate for public

office.

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

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax 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.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV - ELECTION OF DIRECTORS**

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The number of individuals that make up the Board of Directors shall be established in the Bylaws and may be changed from time to time but shall at all times consist of at least three (3) persons.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the initial registered office of the corporation is *Kathleen Cain, 816 Acacia Rd Vero Beach, FL 32963*. The Board of Directors may from time to time designate a new registered office and registered agent.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this corporation are:

Name  
Kathleen Cain

Address  
816 Acacia Rd  
Vero Beach, Florida 32963



## **ARTICLE VII - INITIAL OFFICERS AND/OR DIRECTORS**

The names and addresses of the initial officers/directors are:

<u>Name</u>	<u>Address</u>
Jasant Surani, MD, President	1350 Riverside Ln., Vero Beach, FL 32963
Emilie Redman Treasurer	1050 37th St., Vero Beach, FL 32960
Megan McFall, RN Secretary	1000 36th St., Vero Beach, FL 32960
Sue Holland Vice-president	1475 Wyn Cove Dr., Vero Beach, FL 32963
Kathleen Cain Director	816 Acacia Rd., Vero Beach, FL 32963

## **ARTICLE VIII - TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

## **ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE X - MEMBERS**

Persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the corporation. The corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

## **ARTICLE XI - DISSOLUTION OF CORPORATION**

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this 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 the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment of services rendered by such person.

**IN WITNESS WHEREOF**, the undersigned incorporator has made and subscribed these Articles of Incorporation at Vero Beach, Florida, this 1st day of April 2013.

Kathleen Cain  
Kathleen Cain, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Kathleen Cain  
Kathleen Cain

4/8/13  
Date