

N130000002927

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100252283381

10/04/13--01022--005 **43.75

13 OCT -4 PM 2:31

FILED
PROPERTY OF
RECORDS

Restated Art
CC
@ 10/11/13

BRENTWOODY
ATTORNEY/COUNSELOR AT LAW

Brent A. Woody, P.L.
Of Counsel, Christmas Spano & Owen, P.A.

Reply to:
P.O. Box 2282
Tarpon Springs, Florida 34688

Office:
53 West Tarpon Avenue
Tarpon Springs, Florida 34689

(727) 940-2282 • direct line
(727) 361-9931 • fax
brent@brentwoodylaw.com

September 19, 2013

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Restated Articles of Incorporation for:
BREAKING BORDERS, INC.
Document No. N13000002927

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Restated Articles of Incorporation of the referenced nonprofit corporation.
2. A check in the amount of \$43.75 made payable to the Florida Department of State to cover the appropriate fees.

Please file the Restated Articles of Incorporation and return a certified copy of the original and Restated Articles of Incorporation to my office. If you have any questions whatsoever, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,

BRENT A. WOODY, P.L.



Brent A. Woody

Enclosures
BAW/ps

**RESTATED ARTICLES OF INCORPORATION
OF
BREAKING BORDERS, INC.**

FILED
13 OCT -4 PM 2:31

Pursuant to the requirements of F.S. Chapter 617 (Not for Profit), the undersigned hereby adopt these restated articles of incorporation. These restated articles were duly adopted by unanimous approval of the Board of Directors and do not further amend the initial articles of incorporation.

ARTICLE 1 - Name

The name of the Corporation is as follows: BREAKING BORDERS, INC. (hereinafter referred to as the "Corporation")

ARTICLE 2 - Address

The address of the principal office of the Corporation is: 5732 Calais Blvd. N., Unit 2, St. Petersburg, Florida 33714.

ARTICLE 3 - Registered Office and Agent

The street address of the registered office of the Corporation is: 6548 Man O War Trail, Tallahassee, Florida 32309. The name of its registered agent at that address is: CHASEN D. BROKAW.

ARTICLE 4 - Not For Profit

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 5 - Duration

The duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 6 - Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) in order to promote strong character development in today's youth through the use of activities such as Ultimate Frisbee, teaching events, international trips, and by providing opportunities through such activities to apply learned skills. The Corporation seeks to positively impact the lives of youth worldwide through the cultural exchange that happens when traveling, not only domestically, but internationally. The Corporation may also provide other services that further the Corporation's charitable and educational purposes as determined by the Corporation's board of directors.

ARTICLE 7 - Powers

Solely for the above purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE 8 - Limitation

1. The Corporation will distribute its income for each tax

year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 U.S.C.A. § 4942, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in 26 U.S.C.A. § 4941(d), or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in 26 U.S.C.A. § 4943(c), or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under 26 U.S.C.A. § 4944, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in 26 U.S.C.A. § 4945(d), or the corresponding section of any future federal revenue code.

6. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors or officers, but 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 6 (Purposes) of these Articles.

ARTICLE 9 - Tax Exempt Status

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 10 - Dissolution

On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE 11 - Directors

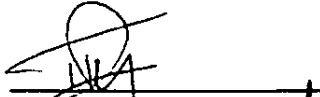
The method or manner of election or appointment of directors shall be stated in the Corporation's bylaws. The names and addresses of those persons currently serving as directors are as follows:


| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| CHASEN D. BROKAW | P.O. Box 46823 Tampa, Florida 33646 |
| STEPHEN C. IERARDI II | P.O. Box 46823 Tampa, Florida 33646 |
| THOMAS E. ROBINSON | P.O. Box 46823 Tampa, Florida 33646 |
| KRISTIN M. UHRINEK | P.O. Box 46823 Tampa, Florida 33646 |

ARTICLE 12 - Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be



STEPHEN C. IERARDI II


THOMAS E. ROBINSON


KRISTIN M. UHRINEK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Breaking Borders, Inc. at the place designated in the restated articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. § 617.0501.


CHASEN D. BROKAW
Registered Agent

8/28/13
Date

CERTIFICATE

Pursuant to Chapter 617, Florida Statutes, this certifies that the Restated Articles of Incorporation do not contain an amendment to the articles of incorporation requiring member approval. The Corporation's Board of Directors has duly adopted the Restated Articles of Incorporation by unanimous approval. The Restated Articles of Incorporation supersede the Corporation's initial articles of incorporation.

IN WITNESS WHEREOF we, being all the Directors of the Corporation have hereunto set our hands and seals this 9th day of SEPTEMBER, 2013.

BREAKING BORDERS, INC.


CHASEN D. BROKAW


STEPHEN C. IBRARDI


THOMAS E. ROBINSON


KRISTIN M. UHRINEK