

N1300000 4397

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

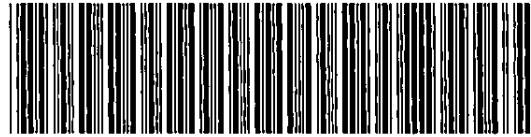
(Business Entity Name)

(Document Number)

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08/21/13--01010--018 \*\*43.75

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13 AUG 21 AM 11:10  
DIVISION OF CORPORATIONS

FILED  
2013 AUG 21 PM 12:50  
TALLAHASSEE, FLORIDA

AUG 22 2013  
T. LEANEDUX  
[Signature]

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CAMP AUDEAMUS INC

Signature \_\_\_\_\_

Requested by: Seth

08/21/13

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ ✓ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Camp Audeamus Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FROM: Karen T. Hood  
Name (Printed or typed)

312 N. Park Ave, Ste. 2-A  
Address

Winter Park, FL 32789  
City, State & Zip

407-788-0250  
Daytime Telephone number

Karen@attorneystark.com  
E-mail address: (to be used for future annual report notification)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
DEPARTMENT OF STATE  
13 AUG 22 AM 9:14

August 21, 2013

CAPITAL CONNECTION, INC.  
ATTN: SETH

SUBJECT: CAMP AUDEAMUS INC.  
Ref. Number: N13000004397

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

PLEASE REPLACE THE WORDING "ARTICLES OF INCORPORATION" WITH THE WORDING "AMENDED AND RESTATED ARTICLES" WITHIN YOUR DOCUMENT. WE ARE SENDING A COPY OF THE DOCUMENT INDICATING THE EXACT PLACES TO BE CORRECTED AS WE WILL BE HIGHLIGHTING THESE PLACES FOR YOUR CONVENIENCE.

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.

Darlene Connell  
Regulatory Specialist II

Letter Number: 713A00019977

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF THE  
CAMP AUDEAMUS INC.

2013 AUG 21 5 51 PM  
RECEIVED  
TALLAHASSEE  
FLORIDA

FILED

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant Chapter 617 to the laws of the State of Florida, do hereby adopt the following Amended and Restated Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be the "CAMP AUDEAMUS INC." (the "Corporation") and its initial address shall be at 717 Ashgrove Terrace, Sanford, FL 32771.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced corporate existence May 8, 2013 and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The Corporation is organized to inspire and empower youth living with OCD through a summer camp experience and other purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Amended and Restated Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

## ARTICLE IV

### PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a private foundation as defined by Section 509 of the Code, then for so long as the foundation is deemed a private Corporation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income for 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(a) of the Code.

## ARTICLE V

### DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provisions of Sections 501(c)(3) of the Code.

## ARTICLE VI

### MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall continue to be located at 717 Ashgrove Terrace, Sanford, FL 32771, and the initial registered agent of the Corporation at that address shall continue to be Timothy Kotnour. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles of Incorporation.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Corporation are:

Deborah Stockton  
165 W. Fawsett Road  
Winter Park, FL 32789

Jessica Kotnour  
717 Ashgrove Terrace  
Sanford, FL 32771

William Eissele  
120 Evansdale Road  
Lake Mary, FL 32746

Francois Menard  
11867 Batello Lane  
Orlando, FL 32827

Donna Walker  
1945 Garden Sage Drive  
Oviedo, FL 32765

Directors may be removed with or without cause.

## ARTICLE IX

### INCORPORATORS

The name and street address of the persons signing these Amended and Restated Articles as incorporator are:

Deborah Stockton  
165 W. Fawsett Road  
Winter Park, FL 32789

Jessica Kotnour  
717 Ashgrove Terrace  
Sanford, FL 32771



ARTICLE X

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XII

AMENDMENT

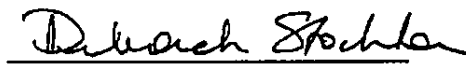
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Amended and Restated Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set their hands and seals this 20<sup>th</sup> day of August, 2013.

  
Deborah Stockton

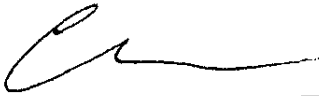
  
Jessica Kohnour

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DEBORAH STOCKTON and JESSICA KOTNOUR, who executed the foregoing Amended and Restated Articles of Incorporation, as incorporators, before me this 20<sup>th</sup> day of August, 2013. Said persons (check one) ☐ are personally known to me, ☒ produced valid driver's licenses (issued by a state of the United States within the last five (5) years) as identification.



  
\_\_\_\_\_  
Charles H. Stark  
Notary Public - State of Florida  
Commission Number: FF 018361  
My Commission Expires: August 12, 2017

The restatement was adopted by the board of directors on August 20, 2013 and does not contain any amendments requiring member approval.