

N130000010278

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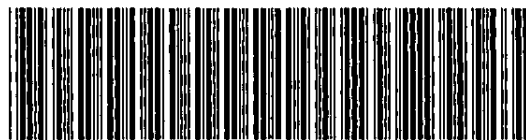
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 DEC -4 PM 12:40

Amend/cc  
(1a) 12/10/13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** iPrevail International Foundation Inc

**DOCUMENT NUMBER:** N13000010278

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

Please return all correspondence concerning this matter to the following:

Cristina A Marinshaw

(Name of Contact Person)

iPrevail International Foundation Inc

(Firm/ Company)

1500 Alafaya Tr, Suite 1024

(Address)

Oviedo, FL 32765

(City/ State and Zip Code)

info@lwillprevail.org

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

For further information concerning this matter, please call:

Cristina Marinshaw

(Name of Contact Person)

407

at (

4030701

(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

iPrevail International Foundation Inc

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

N13000010278

(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:

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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:

N/A

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

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SECRETARY OF CORPORATIONS  
13 DEC -14 PM 12:43

**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>

NA

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<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 amended Articles of Incorporation

Amendment  
to  
**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is:

IPREVAIL INTERNATIONAL FOUNDATION INC

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business address is:

1500 ALAFAYA TR, SUITE 1024

OVIEDO, FL 32765

The mailing address of the corporation:

1500 ALAFAYA TR, SUITE 1024

OVIEDO, FL 32765

**ARTICLE III**

**DURATION**

The period of duration of the corporation is perpetual.

## **ARTICLE IV**

### **PURPOSE**

**IPREVAIL INTERNATIONAL FOUNDATION INC** is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

## **ARTICLE V**

### **NON-PROFIT NATURE**

#### **5.01 Non-profit Nature**

**IPREVAIL INTERNATIONAL FOUNDATION INC** is organized exclusively for charitable and educational purposes 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. No part of the net earnings of **IPREVAIL INTERNATIONAL FOUNDATION INC** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible

under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**IPREVAIL INTERNATIONAL FOUNDATION INC** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **5.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **IPREVAIL INTERNATIONAL FOUNDATION INC** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **5.03 Dissolution**

Upon termination or dissolution of the **IPREVAIL INTERNATIONAL FOUNDATION INC**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **IPREVAIL INTERNATIONAL FOUNDATION INC** hereunder shall be selected by the discretion of a majority of the managing body of



the **IPREVAIL INTERNATIONAL FOUNDATION INC** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **IPREVAIL INTERNATIONAL FOUNDATION INC** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **5.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that 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 III.

#### **5.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements)

in any political campaign on behalf of or in opposition to any candidate for public office.

#### **5.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **6.01 Election or Appointment**

The manner in which directors are elected or appointed is:  
AS PROVIDED IN BY LAWS

#### **6.02 Governance**

**IPREVAIL INTERNATIONAL FOUNDATION INC** shall be governed by its board of directors.

#### **6.03 Initial Directors**

The initial directors of the corporation shall be

**Title: President**

**TODD A MARINSHAW**

**2724 BLOWING BREEZE WAY**

**ORLANDO, FL 32820 USA**

**Title: Vice President  
CRISTINA A MARINSHAW  
2724 BLOWING BREEZE WAY  
ORLANDO, FL 32820 USA**

**Title: Vice President  
DARA K URBINA  
1717 CARILLON PARK DR  
OVIEDO, FL 32765**

## **ARTICLE VII**

### **AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII**

### **Appointment of registered agent**

The registered agent of the corporation shall be:

**CRISTINA A MARINSHAW  
2724 BLOWING BREEZE WAY  
ORLANDO, FL 32820 USA**


I certify that I am familiar with and accept the responsibilities of the registered agent.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is:  
**CRISTINA A MARINSHAW**  
**2724 BLOWING BREEZE WAY**  
**ORLANDO, FL 32820 USA**

**Certificate Of Adoption Of Articles Of  
Incorporation**

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of **IPREVAIL INTERNATIONAL FOUNDATION INC** were approved by the board of directors on **(Date and day)** and constitute a complete copy of Articles of Incorporation of the **IPREVAIL INTERNATIONAL FOUNDATION INC**.

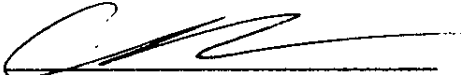
 11/18/13  
**Cristina A. Marinshaw (VP)**  
**2724 Blowing Breeze Way**  
**Orlando, FL 32820**

**Acknowledgment of consent to appointment as registered  
agent**

I, CRISTINA A MARINSHAW, agree to be the registered agent  
for **IPREVAIL INTERNATIONAL FOUNDATION INC** as  
appointed herein.

Registered Agent

Date:

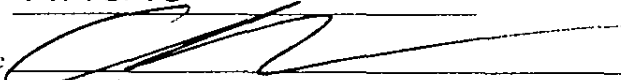
  
4/18/13

The date of each amendment(s) adoption: 11/12/13, if other than the date this document was signed.

Effective date if applicable: 11/12/13  
(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 11/18/13  
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)

Cristina A Marinshaw  
(Typed or printed name of person signing)  
VP  
(Title of person signing)