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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Best Friends Forever Foundation Inc.

DOCUMENT NUMBER: 1713000010964

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

Please return all correspondence concerning this matter to the following:

Paula Batz

(Name of Contact Person)

Best Friends Forever Foundation Inc.

(Firm/ Company)

13451 McGregor Blvd Unit 29

(Address)

Ft. Myers, FL 33919

(City/ State and Zip Code)

pbatz@americaapproved.com

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

For further information concerning this matter, please call:

Paula Batz

(Name of Contact Person)

at (239) 689-4337

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Best Friends Forever Foundation Inc.

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

713000010964

(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:

(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:

(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	_____	_____	_____
<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 attached - ammendment to
articles of incorporation

The date of each amendment(s) adoption: March 24, 2014, if other than the date this document was signed.

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 3/25/2014

Signature Paula Batz

(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)

Paula Batz
(Typed or printed name of person signing)

COO / Executive Director
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
OF
BEST FRIENDS FOREVER FOUNDATION INC.
a Florida not for profit corporation

The undersigned Incorporator, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the not for profit corporation is Best Friends Forever Foundation, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 13451 McGregor Boulevard Unit 29, Fort Myers, FL 33919.

ARTICLE III
PURPOSE

The Corporation is a not for profit corporation and its purpose is to provide funds for the benefit of reaching families in communities locally and nationally in need of assistance within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including but not limited to, lessening the burdens of government, and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purpose set forth herein or hereafter adopted by the Corporation Board to the fullest extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth herein.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS; CORPORATE POWERS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors, which may, however, delegate the performance of its functions and duties to officers, employees, agents and committees. The initial number of directors of the Corporation shall be no less than three (3) and no more than three (3). The method of election of directors is set forth in the Bylaws of the Corporation. The number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with Bylaws. The initial directors shall hold office until successors are elected or qualified. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed

to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

There will be three (3) initial members of the board of directors.

The corporation shall have the following powers; provided, however, that no such powers shall be exercised in such a manner as to cause the corporation to lose its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or any subsequent corresponding federal law:

(i) All of the common law and statutory powers of a non-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.

(ii) To enter into, make, establish and enforce agreements, contracts, bylaws, rules and regulations from time to time.

(iii) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and replace real and personal property.

(iv) To raise, invest and hold funds for the purposes of the corporation.

(v) To purchase insurance for the protection of the corporation, and its property, officers, directors, employees, agents and such other parties as the board may determine to be in the interest of the corporation.

(vi) To employ personnel necessary or convenient to perform the functions, obligations, services and duties to be performed by the corporation and/or contract with others for the performance of such functions, obligations, services and duties.

(vii) To acquire and enter into agreements acquiring leasehold and other possessory and use rights in lands and facilities and to pay the rental, membership fees, operational, replacement and other expenses related thereto.

(viii) To exercise any and all other powers necessary or convenient to carry out the purposes for which the corporation has been formed.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the Corporation is Paula G Batz, 13451 McGregor Boulevard Unit 29, Fort Myers, FL 33919.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify each officer, director and/or member, or any former officer, director and/or member, as more particularly set forth in the Bylaws.

ARTICLE VII
DEDICATION OF ASSETS

The assets of this Corporation shall be irrevocably dedicated to purposes consistent with the purposes for which the Corporation has been formed, and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private 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 hereof. Notwithstanding any other provision of these Articles, this Corporation 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, or the corresponding section of any future federal tax code, or (b) 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 VIII
DISTRIBUTION OF ASSETS

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, trust or corporation which is organized and operated exclusively for charitable or other tax exempt purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Amended Articles of Incorporation this 24th day of March 2014.

Paula Batz
(Print name) Paula Batz

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as 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 registered agent.

Paula Batz
(Print Name) Paula Batz