

N140000000194

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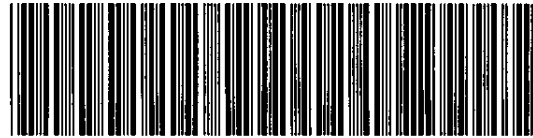
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Amended &  
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W14-53302

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Rising Heroes Project, Inc.

DOCUMENT NUMBER: N14000000194

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

Please return all correspondence concerning this matter to the following:

Tricia Culp

Name of Contact Person

Rising Heroes Project, Inc.

Firm/ Company

5040 Balsam Drive

Address

Land O'Lakes, FL 34639

City/ State and Zip Code

tricia@brettculp.com

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

For further information concerning this matter, please call:

Tricia Culp

Name of Contact Person

at ( 813 ) 991-1659

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

FILED

**AMENDED AND RESTATED**

2014 AUG 25 AM 11:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE RISING HEROES PROJECT, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

These Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors on July 31, 2014.

**ARTICLE I**

**NAME AND ADDRESS**

The name of this Corporation shall be: **RISING HEROES PROJECT, INC.** The principal office of the Corporation is located at 5040 Balsam Drive, Land O'Lakes, Florida 34639, and the mailing address is 5040 Balsam Drive, Land O'Lakes, Florida 34639.

**ARTICLE II**

**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III**

**CORPORATE PURPOSES**

Said Corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation 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 Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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 IV**

#### **CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

#### **ARTICLE V**

#### **CAPITAL STOCK**

The Corporation shall not have capital stock.

#### **ARTICLE VI**

#### **MEMBERS**

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE VII**

## **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The manner and method of election of the Board of Directors shall be stated in the Bylaws of the Corporation.

The Board of Directors of the Corporation shall consist of the three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
Tricia Culp	5040 Balsam Drive Land O'Lakes, FL 34639
Brett Culp	5040 Balsam Drive Land O'Lakes, FL 34639
Matt L. Andrews	5040 Balsam Drive Land O'Lakes, FL 34639

## **ARTICLE VIII**

### **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

## **ARTICLE IX**

### **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

Rising Heroes Project, Inc.  
46-4492709

corresponding section of any future federal tax 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 a Court of Competent Jurisdiction 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. None of the assets shall be distributed to any officer, director, or member of the Corporation or any other person or organization not described above.

## ARTICLE X

### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 5040 Balsam Drive, Land O'Lakes, Florida 34639, and the name of the Registered Agent at such address is **TRICIA CULP**.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **RISING HEROES PROJECT, INC.**, on this 21 day of August, 2014.

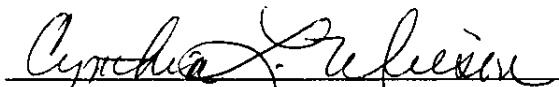


**TRICIA CULP**

Chairperson

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 21<sup>st</sup> day of AUGUST, 2014, by **TRICIA CULP**, as Chairperson of **RISING HEROES PROJECT, INC.**, a Florida corporation not-for-profit, (☒) who is personally known to me, or ( ☐ ) who has produced \_\_\_\_\_, [type of identification] as identification.



Signature of Notary Public

Notary Stamp/Seal:

