

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PLAYSMARTSTAYSMART, INC.

DOCUMENT NUMBER: N14000007781

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

Please return all correspondence concerning this matter to the following:

GUILLERMO MARTINEZ, CPA

(Name of Contact Person)

FREUND KATZ GOLDSTON YOUNG, PA, CPA

(Firm/ Company)

10729 SW 104TH STREET

(Address)

MIAMI, FLORIDA 33176

(City/ State and Zip Code)

gmartinez@tax-doctor.net

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

For further information concerning this matter, please call:

GUILLERMO MARTINEZ at 305 279-1288

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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

FILED
14 NOV 24 PM 12:40
TALLAHASSEE, FLORIDA

PLAYSMARTSTAYSMART, INC.

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

N14000007781

(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:

_____ 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**)

C. Enter new mailing address, if applicable:

(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: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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.

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>

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|--|------------|-------------------------|--|
| 1) <input checked="" type="checkbox"/> Change
<input type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>P,D</u> | <u>RONALD N. REIS</u> | <u>5757 MICHELANGELO ST</u>
<u>CORAL GABLES, FL 33146</u> |
| 2) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>P,D</u> | <u>WILLIAM E. REIS</u> | <u>5757 MICHELANGELO ST</u>
<u>CORAL GABLES, FL 33146</u> |
| 3) <input type="checkbox"/> Change
<input type="checkbox"/> Add
<input checked="" type="checkbox"/> Remove | <u>D</u> | <u>JACOB E. REIS</u> | <u>5757 MICHELANGELO ST</u>
<u>CORAL GABLES, FL 33146</u> |
| 4) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>D</u> | <u>ENEIDA O. ROLDAN</u> | <u>3450 POINCIANA AVE</u>
<u>COCONUT GROVE, FL 33133</u> |
| 5) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>D</u> | <u>RICK WILSON</u> | <u>4951 SW 80TH STREET</u>
<u>MIAMI, FL 33143</u> |
| 6) <input type="checkbox"/> Change
<input checked="" type="checkbox"/> Add
<input type="checkbox"/> Remove | <u>D</u> | <u>KARLI ZWADE</u> | <u>300 GRANELLO AVE # 552</u>
<u>MIAMI, FL. 33146</u> |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

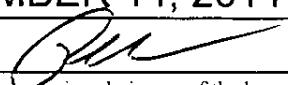
The date of each amendment(s) adoption: NOVEMBER 14, 2014, if other than the date this document was signed.

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 NOVEMBER 14, 2014

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)

RONALD N. REIS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ATTACHED TO AND MADE PART OF
ARTICLES OF AMENDMENT
FOR; PLAYSMARTSTAYSMART. INC.
DATED NOVEMBER 14, 2014**

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE III - PURPOSE

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.

ARTICLE IV – MANNER OF ELECTION

As provided for in the corporation by laws.

ARTICLE VII

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 IX 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 VIII

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 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.

ARTICLE IX

The corporation is organized pursuant to the Florida Non Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for non-profit purposes.

ARTICLE X - Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- A. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty.

- B.** With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or
- C.** With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI - Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- A.** A breach of the Director's duty of loyalty to the Corporation;
- B.** An act or omission not in good faith by the Director or an act or omission that involved intentional misconduct or knowing violation of the law by the Director;
- C.** A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D.** An act of omission by the Director for which liability is expressly provided by statute.

ARTICLE XII - Membership

The Corporation shall have no voting members.

ARTICLE XIV - DURATION

The period of the Corporation's duration is perpetual.

In witness whereof, I have hereunto subscribed my name this 14th day of November, 2014

✓ 

Ronald Reis, President - Director

✓ 11/14/2014

Date