

N14000008380

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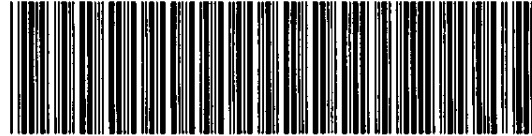
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Amended

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2015 FEB -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
2/12/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE WAVE FOUNDATION CORP
DOCUMENT NUMBER: N14000008380

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

Please return all correspondence concerning this matter to the following:

KURT TAYLOR
Name of Contact Person
THE WAVE FOUNDATION CORP
Firm/ Company
346 PIKE ROAD #3
Address
WEST PALM BEACH, FL 33413
City/ State and Zip Code
Kurt.smallfishbigfish.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kurt Taylor at (561) 714-7604
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:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certificate of Status
(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

AMENDED AND RESTATED FILED
ARTICLES OF INCORPORATION 558 -9 PM 2:45
OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA
THE WAVE FOUNDATION CORP.

The Board of Directors of The Wave Foundation Corp. hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is The Wave Foundation Corp.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 346 Pike Road, Suite 3, West Palm Beach, Florida 33411. Such address may be revised from time to time by the Board of Directors.

ARTICLE IV

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To that end, the purpose for which the Corporation is organized is to provide swim lessons to deemed at-risk (special needs, minority race, family financial hardship, foster children etc..)

ARTICLE V

LIMITATIONS

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earning shall insure to the benefit of, or be distributable to, any member, director, trustee, officer, or other private person, except that of 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 II hereof.

No substantial part of the activities of the Corporation shall be devoted to the promulgation 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 provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a)
an

organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

In event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.
5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 346 Pike Road, Suite 3, West Palm Beach, Florida 33411. The name of the initial registered agent of the Corporation at the address is Kurt Taylor

ARTICLE VII

BOARD OF DIRECTORS

The number of directors shall be as stated in the Bylaws of the Corporation, but shall never be less than three (3). The initial Board of Directors of the Corporation consisted of the persons set forth in the Articles of Incorporation for the Corporation filed on September 9, 2014.

The method of election of directors thereafter, and all other matters concerning the directors, shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986

as amended, or corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the country in which the principal office of the corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE IX

BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of the Board of Directors at any meeting thereof.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator is as follows:

Name:

Kurt Taylor

Address:


346 Pike Road, Suite 3, West Palm Beach, Florida 33411

ARTICLE XI

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall take effect immediately upon being filed with the Florida Division of Corporations.

The Corporation has no members. These Amended and Restated Articles of Incorporation were approved by the Board of Directors at a meeting duly held of February 2, 2015.

A handwritten signature in black ink, appearing to read 'Kurt Taylor', is written over a solid horizontal line.

Kurt Taylor
President and Director