

Division of Corporations

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Florida Department of State
Division of Corporations
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Attn: Darlene Connell

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ALL IN TO WIN FOUNDATION INC**

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Att. W/N Chang*

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June 21, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations "IL"

ALL IN TO WIN FOUNDATION INC
6279 SUN BLVD
#607
ST PETERSBURG, FL 33715

SUBJECT: ALL IN TO WIN FOUNDATION INC
REF: N14000008597

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

No comma or period in the corporate name.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H16000246556
Letter Number: 516A00012627

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALL IN TO WIN FOUNDATION INC**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be All in to Win Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 6361 Bahia Del Mar Blvd., #216, St. Petersburg, Florida 33715. The mailing address of the Corporation is 6361 Bahia Del Mar Blvd., #216, St. Petersburg, Florida 33715.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing financial aid and emotional support for families experiencing hardship due to life-threatening medical conditions such as childhood cancer, and raising funds for medical research to seek cures for life-threatening medical conditions.

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B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

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- (a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE VII - TERM OF EXISTENCE


The Corporation shall have perpetual existence.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 30th day of September, 2015.

ALL IN TO WIN FOUNDATION, INC.

By: 
Christina Wascher, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALL IN TO WIN FOUNDATION, INC.**

I, CHRISTINA WASCHER, being the duly elected, qualified and acting President of All in to Win Foundation, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that there are no members of the Corporation and that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by the Board of Directors of the Corporation in compliance with the Articles of Incorporation of the Corporation and Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 30th day of September, 2015.

ALL IN TO WIN FOUNDATION, INC.

By: 
Christina Wascher, President