

N15000000621

DAVID L. KOUT, P.A.
9030 SHERIDAN ST.
SUITE 102
PEMBROKE PINES, FL 33024

(Address)

(City/State/Zip/Phone #)

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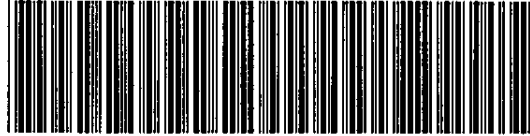
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 6, 2015

DAVID L. KOUT, P.A.
9000 SHERIDAN ST
STE 102
PEMBROKE PINES, FL 33024

SUBJECT: ONE TO ONE FOUNDATION INC
Ref. Number: N15000000621

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 915A00004606

RECEIVED
15 MAR 13 AM 9:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

OF

ONE TO ONE FOUNDATION, INC.

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15 MAR 13 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act hereby adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is ONE TO ONE FOUNDATION, INC. document no. N15000000621.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The corporation's exclusive purpose is charitable, religious, educational and scientific, 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 corresponding section of any future tax code.

**ARTICLE IV
MEMBERSHIP**

Membership in the corporation is available by submitting an application of interest.

**ARTICLE V
REGISTERED OFFICE AND PRINCIPAL OFFICE ADDRESS**

The street address of the initial registered office IS 2000 Island Blvd., # 3004, Aventura, Florida 33160 and the principal office address of the corporation is 2000 Island Blvd., # 3004, Aventura, Florida 33160 and the name of the initial registered agent at that address is LEAANNA MENUCHA MEINSTEIN.

**ARTICLE VI
DIRECTORS**

7.01. The initial board of directors of the corporation shall consist of two (2) members. Members of the Board of Directors shall be elected by the members of the corporation.

7.02. The names and addresses of the first board of directors are:

Name	Address
LeaAnna Menucha Meinstein	2000 Island Blvd. # 3004 Aventura, FL 33160
Edward Meinstein	2000 Island Blvd. # 3004 Aventura, FL 33160

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Name	Address
LeaAnna Menucha Meinstein	2000 Island Blvd. # 3004 Aventura, Florida 33160

**ARTICLE VIII
DISTRIBUTION OF EARNINGS**

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 III. 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 or engage in 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.

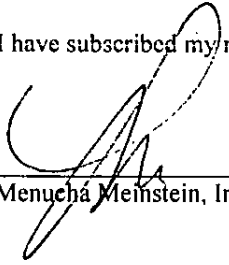
**ARTICLE IX
DISSOLUTION**

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 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 disposed of shall be disposed of by the Court of Common Pleas 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 X
COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence on the date of the filing of the original articles.

IN WITNESS WHEREOF, I have subscribed my name this 20th day of February, 2015.



LeaAnna Menuchá Weinstein, Incorporator

ARTICLES OF AMENDMENT

One to One Foundation, Inc. a corporation organized under the laws of the State of Florida hereby files its Articles of Amendment.

1. The name of the corporation is: One to One Foundation, Inc.
2. The following amendment was adopted by the corporation pursuant to its Articles of Incorporation and By- Laws: The Articles of Incorporation were amended to comply with IRS requirements for a 501 c 3 tax exemption.
3. The foregoing amendment was adopted on February 20, 2015.
4. This amendment was approved by the members and the number of votes cast for the amendment by the members was sufficient for approval.

I HEREBY CERTIFY that the foregoing Articles of Amendment are an accurate reflection of the action taken by the Board of Directors of One to One Foundation, Inc. as approved by its members.

One to One Foundation, Inc.

By: 

LeaAnna Menucha Meinstein,
Incorporator