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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ART TRANSFORMS CONFLICT

DOCUMENT NUMBER: N15000000994

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

Please return all correspondence concerning this matter to the following:

CRISTINA WYLER

(Name of Contact Person)

ART TRANSFORMS CONFLICT

(Firm/ Company)

9500 SW 92ND ST.

(Address)

MIAMI FL 33176

(City/ State and Zip Code)

CRISTINAWYLER@GMAIL.COM

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

For further information concerning this matter, please call:

DARIN JONES

(Name of Contact Person)

at

703 - 943 - 8388

(Area Code) (Daytime Telephone Number)

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

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

ART TRANSFORMS CONFLICT, INC.

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

N15000000994

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

N/A

(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.

N/A

Signature of New Registered Agent, if changing

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CLERK OF COURT  
JANICE L. BROWN

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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

PLEASE SEE ATTACHED

AMEND ARTICLE 1 TO READ AS FOLLOWS:

**ARTICLE I: NAME**

The name of this corporation shall be **Art Transforms Conflict, Inc.** The business of the corporation may be conducted as Art Transforms Conflict, Inc. or Art Transforms Conflict.

AMEND ARTICLE 2 TO READ AS FOLLOWS:

**ARTICLE II: DURATION**

The period of duration of the corporation is perpetual.

AMEND ARTICLE 3 TO READ AS FOLLOWS:

**ARTICLE III: PURPOSE**

3.01 The specific purpose for which this corporation is organized

Art Transforms Conflict, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Art Transforms Conflict's purpose is to provide creative tools and communications training to communities plagued by violence, opening new avenues of expression and enabling individuals to find their voice and transform conflict through dialogue. We will transform through strategic art-based methods and other creative forms of non-violent restorative practices the way conflict is perceived, lived and suffered within a community.

The creative arts enable conflict members to open new avenues of expression and dialogue, drawing on cultural icons to create a new shared language and allow all generations to participate in the conflict transformation process. Particular emphasis is on the youth so often left behind in peace-building. Without the means to articulate and transform their personal conflicts, they likely will carry forward the seeds of community conflict.

To maximize our impact in other countries we will seek to collaborate with non-governmental organizations (NGO) who are already trusted community partners but lack the skills or resources necessary to effectively deal with the underlying traumas of current or past conflict on a community and generational level. We may also seek to partner with other non-profit organizations which fall under the 501(c) (3) section of the Internal Revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Art Transforms Conflict, Inc. is designated as a public benefit corporation.

AMEND ARTICLE IV TO READ AS FOLLOWS:

**ARTICLE IV: NON-PROFIT NATURE**

**4.01 Non-profit Nature**

Art Transforms Conflict, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Art Transforms Conflict, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Art Transforms Conflict, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Art Transforms Conflict, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**4.03 Dissolution**

Upon termination or dissolution of Art Transforms Conflict, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Art Transforms Conflict, Inc. hereunder shall be selected at the discretion of the acting President of Art Transforms Conflict, Inc. and if this position should be vacated then the recipient organization shall be selected by a simple majority of the Board of Directors.

**4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.04 Restricted Activities**

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

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V REMAINS AS PREVIOUSLY FILED

#### **ARTICLE V**

The name and Florida street address of the registered agent of the corporation is:

Crystina Wyler  
9500 SW 92<sup>nd</sup> Street  
Miami, FL 33176

ARTICLE VI REMAINS AS PREVIOUSLY FILED

#### **ARTICLE VI:**

The name and address of the incorporator is:

Crystina Wyler  
9500 SW 92<sup>nd</sup> Street  
Miami, FL 33176

ARTICLE VII REMAINS AS PREVIOUSLY FILED

#### **ARTICLE VII: OFFICERS**

The initial officer and directors of the organization are:

Title: PRESIDENT  
Crystina Wyler  
9500 SW 92<sup>nd</sup> Street  
Miami, FL 33176 US



Title: DIRECTOR  
Darin Jones  
9500 SW 92<sup>nd</sup> Street  
Miami, FL 33176 US

Title: DIRECTOR  
Kathleen O'Neill  
370 Manhattan Ave, Apt 3B  
New York, NY 10026 US

ADD ARTICLE VIII TO READ AS FOLLOWS:

**ARTICLE VIII: BOARD OF DIRECTORS**

8.01 Governance

Art Transforms Conflict, Inc. shall be governed by its Board of Directors.

8.02 Initial Directors

The initial directors of the corporation shall be Crystina Wyler, Darin Jones and Kathleen O'Neill.

ADD ARTICLE IX TO READ AS FOLLOWS:

**ARTICLE IX: MEMBERSHIP**

Art Transforms Conflict, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. Members of the board will be elected as defined in the corporation's bylaws.

ADD ARTICLE X TO READ AS FOLLOWS:

**ARTICLE X: AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ADD ARTICLE XI TO READ AS FOLLOWS (MOVED FROM PREVIOUS ARTICLE II):

**ARTICLE XI: ADDRESSES OF THE CORPORATION**

11.01 Corporate Address

The physical address of the corporation is: 9500 SW 92nd Street, Miami, FL 33176

The mailing address of the corporation is: 9500 SW 92nd Street, Miami, FL 33176

The date of each amendment(s) adoption: n/a, if other than the date this document was signed.

Effective date if applicable: n/a  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 7/12/15

Signature [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)

DARIN JONES  
(Typed or printed name of person signing)

DIRECTOR  
(Title of person signing)