

N15000004243

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(Business Entity Name)

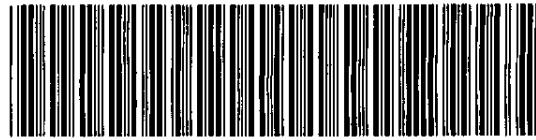
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TALLAHASSEE, FL 32301

Amber K. Smith
5/6/16

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RALLY YOUR HEART INCORPORATED

DOCUMENT NUMBER: N15000004243

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

Please return all correspondence concerning this matter to the following:

SARAH MOODY

(Name of Contact Person)

RALLY YOUR HEART INCORPORATED

(Firm/ Company)

180 WEST EAND LANE #2206

(Address)

PONTE VEDRA BEACH, FL 32082

(City/ State and Zip Code)

rallyyourheart@gmail.com

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

For further information concerning this matter, please call:

Christopher J. Bondani

904

285-5576

at

(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 checked="" 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 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2016

SARAH MOODY
180 WEST END LANE #2206
PONTE VEDRA BEACH, FL 32082

SUBJECT: RALLY YOUR HEART INCORPORATED
Ref. Number: N15000004243

We have received your document for RALLY YOUR HEART INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain
Regulatory Specialist II

Letter Number: 816A00008127

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RALLY YOUR HEART INCORPORATED
A Florida Nonprofit Corporation**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the Corporation is: Rally Your Heart Incorporated

**ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS**

The street address of the principal office of the Corporation is: 180 West End Lane #2206, Ponte Vedra Beach, FL 32082. The mailing address of the Corporation is: 180 West End Lane #2206, Ponte Vedra Beach, FL 32082.

**ARTICLE III
REGISTERED AGENT**

The street address of the Corporation's registered office is: 180 West End Lane #2206, Ponte Vedra Beach, FL 32082. The registered agent for the Corporation at that address is: Sarah Moody.

**ARTICLE IV
DIRECTORS**

The initial board of directors shall consist of three members. The number of directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than three. The names and addresses of the persons who shall serve on the initial board of directors are:

Names

Addresses

Sarah Moody

180 West End Lane #2206
Ponte Vedra Beach, FL 32082

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Jason DePalma

180 West End Lane #2206
Ponte Vedra Beach, FL 32082

Lisa Dorman

180 West End Lane #2206
Ponte Vedra Beach, FL 32082

ARTICLE V INCORPORATORS

The names and street addresses of the persons signing these articles of incorporation are:

Names

Addresses

Sarah Moody

180 West End Lane #2206
Ponte Vedra Beach, FL 32082

Article VII PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

This corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

This corporation is formed to aid, support, and assist by raising donations and awareness for charitable organizations that benefit veterans of the United States military, provided that no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

This corporation is formed to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under

section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VIII.
501(c)(3) LIMITATIONS

CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed to the federal government, or to a state or local government, to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

PRIVATE FOUNDATION PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

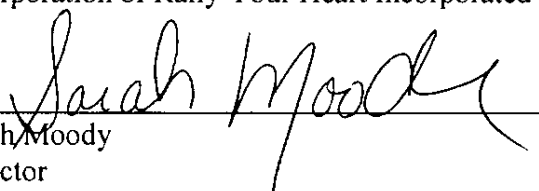
ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE VIII DURATION

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation of Rally Your Heart Incorporated

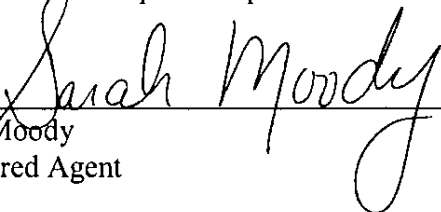


Sarah Moody
Director

4/12/16
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rally Your Heart Incorporated at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Sarah Moody
Registered Agent



Date

The date of each ^{amended and} ~~Restated~~ adoption: 4/12/16, if other than the date this document was signed.

Effective date if applicable: _____
(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 Amended and Restated (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 4/12/16

Signature Sarah Moody

(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)

SARAH MOODY

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)