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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MIAMI MIGHT, INC.

DOCUMENT NUMBER: N15000007098

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

Please return all correspondence concerning this matter to the following:

MATTHEW P. KUNKLE

(Name of Contact Person)

MIAMI MIGHT, INC.

(Firm/ Company)

7382 GARY AVE.

(Address)

MIAMI BEACH, FLORIDA 33141

(City/ State and Zip Code)

miamimight@gmail.com

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

For further information concerning this matter, please call:

MATTHEW P. KUNKLE

330

219-4253

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

ARTICLES OF AMENDMENT:

**MIAMI MIGHT, INC.
(A Florida Not for Profit Corporation)**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

There are no members or members entitled to vote on the amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on Oct. 2, 2015, 2015. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the MIAMI MIGHT, INC. are hereby amended as follows:

1. Article II of the Articles of Incorporation is hereby replaced. The New Article II reads as follows:

The principal place of business address:
7382 GARY AVE.
MIAMI BEACH, FL. US 33141

The mailing address of the corporation is:
PO BOX 348327
20 CORAL WAY
MIAMI, FL. US 33134

2. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:

**Article III
Corporate Purposes**

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

1. This corporation is formed exclusively for charitable and educational 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."
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, 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.

3. 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.

4. 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.

3. The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:

Article VII
501(c)(3) Limitations

A. 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.

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

C. 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.

D. 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.

E. 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 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.

F. "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:

i.) 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.

ii.) 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.

iii.) 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.

iv.) 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.

v.) 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.

MIAMI MIGHT, INC.

By: 

Matthew P. Kunkle - Incorporator

Date: 23 OCT 15

MIAMI MIGHT, INC.

**ACTION BY CONSENT
OF INCORPORATOR**

Matthew P. Kunkle is the sole Incorporator of Miami Might, Inc. (the "Corporation"). Attached are a copy of the Articles of Incorporation recently filed with the Florida Department of State.

§617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consent signed by each incorporator. With the signature below of its agent, the sole incorporator of this Corporation hereby consents to the following actions:

**Appointment of Board
of Directors**


The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

MATTHEW P. KUNKLE
HAROLD C. ELLIS
MIKE CAPITO

CONSENT OF INCORPORATOR

With his signature below, the Incorporator hereby consents to the above cited action by the Corporation.

SIGNATURE OF INCORPORATOR:



MATTHEW P. KUNKLE

Date: 03 OCT 15