

N15000009479

(Requestor's Name)

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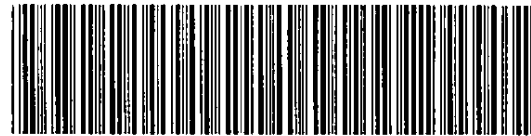
(Business Entity Name)

(Document Number)

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Amended & Restated

JUN 15 2017

D CUSHING

SFDM | shell fleming davis & munge

STEPHEN B. SHELL

May 15, 2017

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Upward Intuition, Inc.

Gentlemen:

Enclosed is *Amended and Restated Articles of Incorporation of Upward Intuition, Inc., a Florida Corporation Not For Profit* which includes *Acceptance by Registered Agent*. Would you please file these articles and provide us with one certified copy thereof?

Also enclosed is this firm's check for \$78.75 payable to Florida Department of State in payment of the fees due. If you have any questions or comments, please contact the undersigned.

Thank you for your assistance in this matter.

Sincerely,

Shell, Fleming, Davis & Munge

A handwritten signature in black ink, appearing to read "Stephen B. Shell", written over a circular stamp or seal.

Stephen B. Shell

SBS:lfc
Enclosures
File No. B3728.00000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2017

STEPHEN B. SHELL
SHELL FLEMING DAVIS & MENGE
P.O. BOX 1831
PENSACOLA, FL 32591-1831

SUBJECT: UPWARD INTUITION, INC.
Ref. Number: N15000009479

We have received your document for UPWARD INTUITION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 717A00010392

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF UPWARD INTUITION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

The Articles of Incorporation for Upward Intuition, Inc., originally filed electronically with the Florida Secretary of State under Document No. N15000009479, are hereby amended and restated in their entirety as follows, having been approved and adopted by the Board of Directors on February 16, 2017:

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: **UPWARD INTUITION, INC.**

ARTICLE 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3. Duration. The duration of the Corporation is perpetual.

ARTICLE 4. Purposes. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall work to empower youth and facilitate positive change in the local community. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

In addition, and not in derogation of the foregoing, the Corporation shall:

A. Exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. Do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. Limitation. At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

A. No part of the net earnings of the Corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

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- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
- D. The Corporation shall not lend any of its assets to any officer or director of this Corporation or guarantee to any person the payment of a loan by an officer or director of this Corporation.

ARTICLE 6. Members. The Corporation shall not have members. There are no members entitled to vote on these Amended and Restated Articles of Incorporation.

ARTICLE 7. Registered Office and Agent. The street address of the Registered Office of the Corporation is 1208 East Gonzalez Street, Pensacola, Florida 32501, and the name of its Registered Agent at that address is Jonathan D. Shell.

ARTICLE 8. Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven (7). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be appointed as set forth in the Bylaws. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges, and may also provide for an advisory board.

ARTICLE 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 11. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE 12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

ARTICLE 13. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 14. Dissolution. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

9 **IN WITNESS WHEREOF**, the undersigned have signed these Articles of Incorporation on this day of May, 2017.

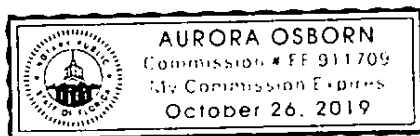

Lara Audelo, President

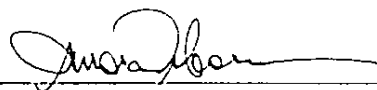
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared Lara Audelo, as President of Upward Intuition, Inc., to me well known and known to me to be the persons described in and who executed the forgoing Amended and Restated Articles of Incorporation of Upward Intuition, Inc., on behalf of said corporation, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of May, 2017.




Notary Public, State of Florida
My commission expires: 10/26/2019

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of Upward Intuition, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of May, 2017.


Jonathan D. Shell, Registered Agent