

N15 000011713

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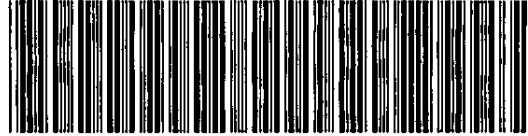
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Law Offices of

MICHAEL R. KAUFMAN, P.A.

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Tuesday, January 05, 2016

Fl. Department of State
Amendment section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Filing Amended and Restated Articles of Corporation**
Non-Profit Corporation: Diveheart Florida Inc.
Document #: N15000011713

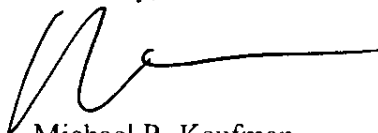
Dear Sir or Madam,

Please find enclosed the following:

1. Amended and Restated Articles of Corporation of Diveheart Florida, Inc.,
2. Check made payable to the FL. Dept. of State in the sum of \$43.75 for filing fees and certified copy, and
3. Additional copy of item #1.

Please file the Amended and Restated Articles of Corporation and forward the certified copy to the undersigned. Also, please direct all future communications and correspondence regarding this matter to the undersigned.

Sincerely,



Michael R. Kaufman

**Amended and Restated
Articles of Incorporation
Of
Diveheart Florida, Inc.**

In Compliance with Chapter 617, F.S., (Not for Profit)

Michael R. Kaufman, being the Assistant Secretary of **Diveheart Florida, Inc.**, a Florida Not- For-Profit Corporation (the "**Corporation**"), hereby certifies that:

1. The name of the Corporation is DIVEHEART FLORIDA, INC. The Corporation was incorporated on January 2, 2016 and assigned document number N15000011713.

2. These Amended and Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation.

3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the vote of a majority of the authorized number of the directors of the Corporation at a meeting duly held on January 4, 2016. Member approval was not required.

4. Pursuant to Section 617.1002 and Section 617.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation are hereby amended and restated to read in its entirety as follows:

Article I. Name

The name of the corporation shall be Diveheart Florida, Inc.

Article II. Principal Office

The principal street address is 613B N. 5th Street, Lantana, Florida 33462.

The principal mailing address is 613B N. 5th Street, Lantana, Florida 33462.

Article III. Purpose

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

Article IV. Manner of Election

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

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IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

Article V. Limitations

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 hereof.

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, this corporation shall not carry on 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation described in, and 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 by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. During any period, if any, that the corporation is determined to be a private foundation, as defined in Section 509 of the Internal Revenue Code, or the corresponding section of any future federal tax code, however, the corporation shall not (i) engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code which would be subject to tax under Section 4943 of the Internal Revenue Code, (iii) make any investments which would subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, and it shall distribute foundation income and, to the extent income it is not sufficient, principal, for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of the Internal Revenue Code.

Article VI. Dedication of Assets

Upon the dissolution, termination, or winding up 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 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.

Article VII. Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is Michael R. Kaufman, 2333 Brickell Avenue, Suite A1, Miami, FL 33129.

Article VIII. Incorporator

The name and address of the Incorporator is Michael R. Kaufman, 2333 Brickell Avenue, Suite A1, Miami, FL 33129.

Article VIII. Directors

The initial directors of the corporation are:

Jimmy R. Elliott
671 South Wellston
Romeoville, IL 60446

Sarah W. Stanton
613B No. 5th Street
Lantana, FL 33462

Steven M. Plevin
37 Bay Forest Court
Oakland, CA 94611

Michael R. Kaufman
2333 Brickell Avenue, Suite A-1
Miami, FL 33129

IN WITNESS WHEREOF, the Corporation authorized this amendment to its Articles of Incorporation as the Amended and Restated Articles of Incorporation and authorizes its Assistant Secretary to affix his name this 5th day of January, 2016.

DIVEHEART FLORIDA, INC.,
a Florida not for profit corporation

By: 

Michael R. Kaufman,
Assistant Secretary