

NIS000011815

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ANASTASIA HIRSCH FOREVER YOUNG FOUNDATION INC

DOCUMENT NUMBER: N15000011845

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

Please return all correspondence concerning this matter to the following:

CLIFFORD HIRSCH

(Name of Contact Person)

ANASTASIA HIRSCH FOREVER YOUNG FOUNDATION INC

(Firm/ Company)

2418 S. HARBOR CITY BOULEVARD

(Address)

MELBOURNE, FL 32901

(City/ State and Zip Code)

CLIFF@ISLANDTILE.COM

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

For further information concerning this matter, please call:

CLIFFORD HIRSCH

321-960-5558

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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

ANASTASIA HIRSCH FOREVER YOUNG FOUNDATION INC

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

N15000011845

(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**)

2418 S. HARBOR CITY BOULEVARD

MELBOURNE, FL 32901

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

2418 S. HARBOR CITY BOULEVARD

MELBOURNE, FL 32901

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

New Registered Office Address:

(Florida street address)

(City)

Florida
(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.

Signature of New Registered Agent, if changing

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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	<u>V</u>	<u>Lesa Hirsch</u>	<u>2418 S. Harbor City Boulevard</u>
<input checked="" type="checkbox"/> Add			<u>Melbourne, FL 32901</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<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)

SEE ATTACHED ARTICLES OF AMENDMENT

The date of each amendment(s) adoption: 07/17/17, if other than the date this document was signed.

Effective date if applicable: 07/17/17
(no more than 90 days after amendment file date)

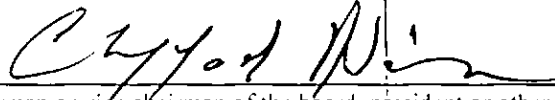
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 07/17/17

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)

CLIFFORD HIRSCH

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**Attachment to Articles of Amendment
To Articles of Incorporation of
ANASTASIA HIRSCH FOREVER YOUNG FOUNDATION INC
(a Florida Not for Profit Organization)
Document Number of Corporation – N15000011845**

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:

**ARTICLE III
Nature of Business**

The purposes for which the Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time (the "Code"), or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501 (c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE IX
Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation was organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary the Corporation shall exercise only such powers as are set forth in furtherance of exempt purposes or organizations set forth in Section 5401(c)(3) of the Code (or corresponding provisions of any subsequent Revenue Laws).

**ARTICLE X
Terms of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE XI
Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as they deem necessary from time to time.

ARTICLE XII
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors of the Corporation by a 100% vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XIII
Limitations on Actions

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article III hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c)(3) or the Code (or corresponding provisions of any subsequent Revenue Laws), or any organization, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Code (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any net of self-dealing as defined in Section 4941 (d) of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (v) make taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE IVX
Indemnification

Each person who is or was a Director, trustee, officer or employee of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, trustee, officer, or employee; provided, however, that no such person shall be indemnified against any such liability, cost or expense, incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article IVX shall not affect any rights or obligations then existing. If any indemnification payment required by this Article IVX is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall also be entitled to be paid the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Florida Not For Profit Corporation Act, or under this Article IVX, but it shall not be obligated to do so. The indemnification provided by this Article IVX shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article IVX or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article IVX that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE XV
Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

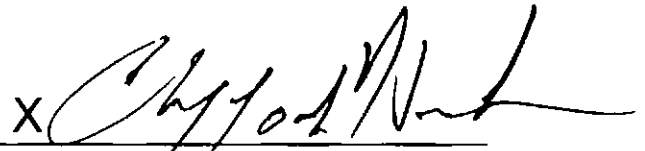
- a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- b) For acts or missions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- c) For any transaction from which the Director derives an improper personal benefit.

If the Florida Not For Profit Corporation Act is amended after approval of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Florida Not For Profit Corporation Act, as so amended. Any repeal or modification of this Article XV shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XVI **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws) as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 17th day of July, 2017.

x 
Clifford Hirsch, Incorporator

ISLAND TILE & MARBLE, LLC
REMITTANCE ADVICE
Check Number: 46263 Check Date: 07/20/17

<u>Invoice Number</u>	<u>Inv. Date</u>	<u>Invoice Amount</u>	<u>Discount Amount</u>	<u>Check Amount</u>
FLORIDA DEPT OF STATE				
#N15000011845	07/20/17	43.75	0.00	43.75
AMENDMENT TO DOCUMENT #N15000011845				
		43.75	0.00	43.75