

N160000000490

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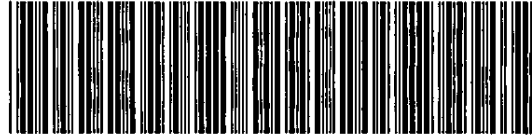
(Business Entity Name)

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16 JUN 28 AM 9:19
SECRETARY OF STATE
DIVISION OF CORPORATIONS

JUL 05 2016

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COVER LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN 23 PM 9:50

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HICK USA, INC

DOCUMENT NUMBER: N16000000490

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

Please return all correspondence concerning this matter to the following:

Richard Meachum

(Name of Contact Person)

HICK USA, INC

(Firm/ Company)

704 E Drew Street

(Address)

Plant City, FL 33563

(City/ State and Zip Code)

accounting@helpmeimagine.com

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

For further information concerning this matter, please call:

Miranda Faulkner-Smith

813 440-2741
at (Area Code) (Daytime Telephone Number)

(Name of Contact Person)

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

AMENDED AND RESTARTED

ARTICLES OF INCORPORATION
OF
HICK USA INC
A FLORIDA NOT FOR PROFIT CORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN 28 AM 9:50

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant the following Articles of Incorporation:

ARTICLE 1: Name

The name of the corporation is **Hick USA, Inc.** (hereinafter the "Corporation")

ARTICLE 2: Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 704 E. Drew Street, Plant City, FL 33563.

ARTICLE 3: Purpose

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including showing others the love of Christ as we share the Outdoors together.

ARTICLE 4: Board of Directors

The Corporation initially shall have four (4) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than four (4). The method of appointment of directors shall be stated in the bylaws of the Corporation, but such appointment power shall be vested in the board of directors and such appointment shall occur no less frequently then every two (2) years. The names and address of the initial directors of the Corporation are:

P.	Richard Meachum	704 E Drew Street Plant City, FL 33573
VP.	Sherman W. Gregory	2311 Walker Road Land O Lakes, FL 33810
T.	Robert C. Hudson	3116 Land O Lakes Blvd Land O Lakes, FL 34639
S.	Jonathan Fisher	11030 Pierce Lake Road Land O Lakes, FL 34638

ARTICLE 5: Powers

The Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activates not permitted to be carried on by an organization exempt from Federal

income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 6: Incorporator

The name and address of the persons signing these Articles of Incorporation is Richard N Meachum, 704 E. Drew Street, Plant City, FL 33563.

ARTICLE 7: Initial Register Office and Agent

The initial register office of the Corporation shall be 704 E. Drew Street, Plant City, FL 33563. The initial registered agent such as address shall be Richard N. Meachum.

ARTICLE 8: Duration

The Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 9: Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 10: Bylaws

The initial board of directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

ARTICLE 11: Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and I 70(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 12: Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. 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 exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

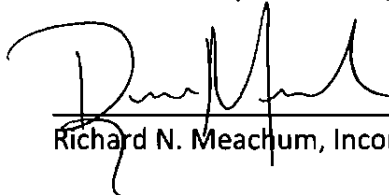
ARTICLE 13: Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15: Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

In WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 23 day of June, 2016 and acknowledge that he is familiar with, and accepts, the obligations of registered agent of the Corporation.

A handwritten signature in black ink, appearing to read 'Richard N. Meachum', is written over a horizontal line.

Richard N. Meachum, Incorporator and Registered Agent

The date of each amendment(s) adoption: 6/23/16, if other than the date this document was signed.

Effective date if applicable: 6/23/16
(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 6/23/16

Signature [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)

Richard N. Meachum
(Typed or printed name of person signing)

Incorporator
(Title of person signing)