

Apr. 20. 2016 6:16PM
Division of Corporations

Zimmerman, Kiser & Sutcliffe

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RHYTHM WOMENS SKYDIVING LEADERSHIP
FOUNDATION INC**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

RHYTHM WOMENS SKYDIVING LEADERSHIP FOUNDATION INC.

THESE AMENDED & RESTATED ARTICLES OF INCORPORATION of RHYTHM WOMENS SKYDIVING LEADERSHIP FOUNDATION INC., a Florida not for profit corporation (the "Corporation"), are submitted in accordance with Chapter 617 of the Florida Statutes for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in the Articles below.

FIRST: The information required by Chapter 617, Florida Statutes, is as follows:

- (i) The corporation's present name is "RHYTHM WOMENS SKYDIVING LEADERSHIP FOUNDATION INC."
- (ii) The date of filing of the Articles of Incorporation of the Corporation was January 14, 2016. The Corporation was assigned document number N16000000504.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with Chapter 617, Florida Statutes.
- (v) These Amended and Restated Articles were adopted by the Corporation's Board of Directors.

SECOND: The Amended & Restated Articles of the Corporation are as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Rhythm Womens Skydiving Leadership Foundation Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 638 Carnival Terrace, Sebastian, Florida 32958, and the mailing address of the Corporation is 638 Carnival Terrace, Sebastian, Florida 32958.

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ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to the promotion and education of women leaders in the sport of skydiving.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including

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publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 638 Carnival Terrace, Sebastian, Florida 32958, and the name of the initial registered agent of the Corporation at that address is JaNette Lefkowitz. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
JaNette Lefkowitz	638 Carnival Terrace Sebastian, FL 32958

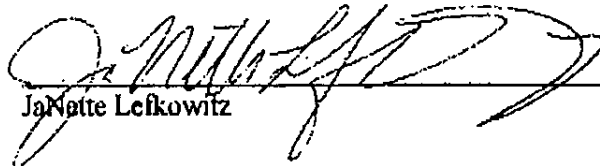
ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 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 no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Amended and Restated Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 13 day of April, 2016.


Janette Lefkowitz

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Jonelle Peltowicz

Date: April 19, 2016

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