

N16000002541

(Requestor's Name)

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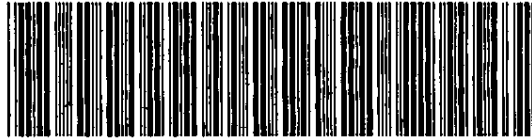
(Business Entity Name)

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DIVISION OF CORPORATIONS  
16 MAY 24 AM 7:53

MAY 27 2016

C LEWIS



Anthony M. Nardella, Jr.  
anardella@nardellalaw.com  
Direct Line: (407)966-2674

March 30, 2016

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

Re: **LOVE DEARLY, INC.**  
**Document Number: N16000002541**

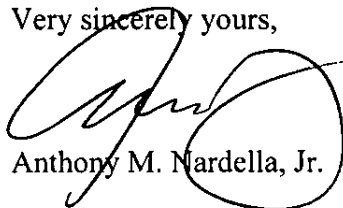
Dear Sir or Madame:

Enclosed please find an original and a copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation along with our check no. 10258 made payable to the Florida Department of State in the amount of \$35.00 in order to defray your filing fee for the Articles and Designation of Registered Agent.

We also request that you provide us with a certified copy of the Amended and Restated Articles of Incorporation, along with a certified copy of the original Articles of Incorporation, to the undersigned at your earliest convenience. We have provided a separate check payable to the Florida Department of State in the sum of \$17.50 to defray the cost of preparing a certified copy of a corporate document for each document.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

A handwritten signature in black ink, appearing to be "Anthony M. Nardella, Jr.", enclosed within a circular stamp or seal.

Anthony M. Nardella, Jr.

AMN/

Enclosure

cc: Kristen M. Jones, Registered Agent



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 6, 2016

NARDELLA & NARDELLA PLLC / ANTHONY M. NARDELLA JR  
250 E. COLONIAL DRIVE SUITE 102  
ORLANDO, FL 32801 US

SUBJECT: LOVE DEARLY, INC.  
Ref. Number: N16000002541

We have received your document for LOVE DEARLY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 216A00007068



Anthony M. Nardella, Jr.  
anardella@nardellalaw.com  
Direct Line: (407)966-2674

May 24, 2016

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 3230114

Re: **LOVE DEARLY, INC.**  
**Document Number: N16000002541**

Dear Sir or Madame:

Enclosed please find the original and a copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. Per instructions received in your letter dated April 6, 2016, which is enclosed for your review, a certificate is now contained in the Amended and Restated Articles of Incorporation.

We previously forwarded our check no. 10258 made payable to the Florida Department of State in the amount of \$35.00 for the filing fee for the Restated and Amended Articles and Designation of Registered Agent along with our check no. 10259 in the amount of \$17.50 for a certified copy of the original Articles of Incorporation and a certified copy of the Amended and Restated Articles of Incorporation. Please forward the certified copies to the address below at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

A handwritten signature in black ink, appearing to be "Anthony M. Nardella, Jr.", written over a circular flourish.

Anthony M. Nardella, Jr.

AMN/bjw  
Enclosures  
cc: client

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

16 MAY 24 AM 7:53

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

LOVE DEARLY, INC.

N 16000002541

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation ("corporation") is LOVE DEARLY, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon its filing with the Florida Department of State.

ARTICLE III

The corporation is committed to giving hope by providing basic life essentials to third world children and families in areas affected by poverty and for such other purposes as are allowable under Florida and federal law. The corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal and state law.

ARTICLE IV

The street address of the principal office of the corporation is 133 Hawkcrest Ct. Debary FL 32713.

ARTICLE V

The initial street address of the corporation's registered office is 133 Hawkcrest Ct. Debary FL 32713. The initial registered agent for the corporation at that address is Kristen M. Jones.

ARTICLE VI

The initial board of directors consisted of five (5) members. The method of election of directors shall be as stated in the bylaws. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who served on the initial board of directors are:

Name

Address

Kristen M. Jones  
Linda Odle

133 Hawkcrest Ct. Debary FL 32713  
404 Glen Abbey Ln. Debary FL 32713

James Carey  
Armando Alvarez  
Liz Abreu

1135 N. Old Mill Rd. Deltona, FL 32725  
116 Glen Abbey Ln. Debary FL 32713  
2981 Irondale St. Deltona, FL 32738

#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Kristen M. Jones

133 Hawkecrest Ct. Debary FL 32713

#### ARTICLE VIII

The members of the corporation shall be the directors and such other persons admitted to membership as regulated by the bylaws.

#### ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall 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 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law.

#### ARTICLE XI

To regulate the provisions of these articles of incorporation, the board of directors of the corporation shall adopt bylaws.

#### ARTICLE XII

These articles of incorporation may be amended by the members of the corporation, providing any amendment is prepared and announced as regulated by the bylaws.

#### ARTICLE XIII

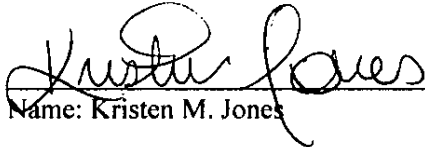
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XIV

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

I, THE UNDERSIGNED INCORPORATOR, hereby certify that the Amended and Restated Articles of Incorporation were adopted by the board of directors and do not contain any amendments requiring member approval.

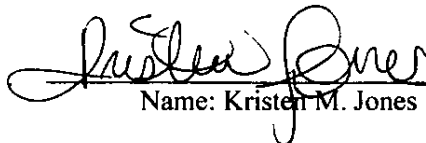
IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 29 day of April, 2016.

  
Name: Kristen M. Jones

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LOVE DEARLY, INC. at the place designated in the Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).

Date: April 29, 2016.

  
Name: Kristen M. Jones

16 MAY 24 AM 7:54

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS