

# N 16000007136

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V HERRING

MAY 10 2017

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Hands, Hope, and Fire, Inc.

**DOCUMENT NUMBER:** N16000007136

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

Please return all correspondence concerning this matter to the following:

Christopher Taylor

(Name of Contact Person)

Foundation 4 Nineteen (Formerly Hands, Hope, and Fire, Inc.

(Firm/ Company)

7300 Penzance Blvd. #506,

(Address)

Fort Myers, Fl. 33966

(City/ State and Zip Code)

dymtaylor1@outlook.com

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

For further information concerning this matter, please call:

Christopher Taylor

239

850-6023

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:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$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

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DIVISION OF CORPORATIONS  
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**AMENDED ARTICLES OF INCORPORATION**

OF

**HANDS, HOPE, AND FIRE, INC.**

**ARTICLE I. NAME**

The name of the Corporation shall be **Foundation 4 Nineteen, Inc.**

**ARTICLE II. DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III. PRINCIPAL OFFICE**

The principal place of business and street address of the corporation shall be:

7300 Penzance Blvd #506  
Fort Myers, Florida. 33966

The mailing address of the Corporation shall be:

7300 Penzance Blvd #506  
Fort Myers, Florida. 33966

**ARTICLE IV. PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the code), and shall have the power to make grants, expenditures, loans, and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the

Corporation shall have the status of a corporation that is exempt from federal income taxation under 501(a) of the Code. These Articles shall be construed accordingly, and all

powers and activities of the Corporation shall be limited accordingly.

Subject to the restrictions and limitations set forth in this Article IV and in Article IX, the Corporation shall have all of the corporate powers as provided in Section 617.0302, of the Florida Statutes.

#### ARTICLE V. MEMBERS

The Corporation shall have no members. The entire voting power for all purposes, except as otherwise noted in these Articles, shall rest in the Board of Directors.

#### ARTICLE VI. DIRECTORS

The Board of Directors of the Corporation shall be comprised of not less than three (3) individuals, and not more than nine (9). The manner in which the directors are elected or appointed shall be as provided in the By-Laws of the Corporation; provided, however, that Christopher M. Taylor, for his lifetime, shall be Chairman of the Board of Directors and shall have the exclusive and unilateral power to: (I) increase or decrease from time to time within the limits set forth herein the number of members comprising the Board of Directors: (ii) elect or appoint the successor members of the Board of Directors: (iii) remove from office any director or directors at any time, with or without cause, and (iv) fill vacancies in the Board of Directors. The aforementioned actions shall be taken by a direction in writing, setting forth the action so taken, signed by Christopher M. Taylor. Upon the death or disability (as defined in Article XI) of Christopher M. Taylor the administrative position of Chairman of the Board shall succeed to Benjamin J. Taylor, the adult son of Christopher M. Taylor. Benjamin J. Taylor shall retain the same exclusive and unilateral powers stated herein.

The names and addresses of the three (3) individuals who shall serve as the initial Board of Directors are as follows:

Christopher M. Taylor  
7300 Penzance Blvd #506  
Fort Myers, Florida. 33966

Sheila F. Taylor  
7300 Penzance Blvd #506  
Fort Myers, Florida. 33966

Benjamin Taylor  
7300 Penzance Blvd #506  
Fort Myers, Florida. 33966

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS.

Northwest Registered Agent LLC.  
3030 N Rocky Point Drive.  
Suite 150A  
Tampa, Fl. 33607

ARTICLE VIII. INCORPORATOR

Morgan Noble  
3030 Rocky Point Drive  
Suite 150A  
Tampa, Fl. 33607

ARTICLE IX. CHARITABLE ORGANIZATION PROVISIONS

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply.

a. 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 purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization 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, the Corporation shall not carry on any other activities not permitted to be

carried on(i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not disposed of shall be disposed of by the court of common pleas for the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated and operated exclusively for such purposes.

c. The Corporation shall distribute amounts for the purposes specified in these Articles, for each taxable year, at a time and in a manner so as not to become subject to any tax liability under Section 4942(a) of the Code.

d. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

e. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would cause any tax liability under 4943(a) of the code.

f. The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Code and cause any tax liability under Section 4944(a) of the Code.

g. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would cause any tax liability under Section 4945(a) of the Code.

#### ARTICLE X. INDEMNIFICATION PROVISIONS

a. Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections or the Florida Statutes. No payment shall be made under this Article X to any officer, director, employee or agent of the Corporation that would constitute an act of self-

dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

b. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any person who is or was an officer, director, employee or agent of the Corporation, who was or is a party to any proceeding by reason of such status against (i) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (ii) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion.

c. Expenses incurred by any officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

d. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

e. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### ARTICLE XI. AMENDMENTS TO ARTICLES

These Articles may be amended by a majority vote of the Board at any meeting of the Board, provided however, that no amendment shall be made to any provision of these Articles, without the prior written consent of Christopher M. Taylor. Upon the

death or disability of Christopher M. Taylor, all power to amend the Articles shall rest with Benjamin J. Taylor and the Board as set forth above in this Article XI. For the purposes of these Articles, Christopher M. Taylor shall be presumed to be disabled only upon the presentation of a notarized statement to that effect by two physicians selected by the board.

#### ARTICLE XII. BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws shall be set forth in the By-Laws. Such By-Laws may contain any provisions for the regulation or management of the affairs of the Foundation that are not inconsistent with the laws of the State of Florida or these Articles, as the same may from time to time be amended.

These Amended Articles of Incorporation have been unanimously approved and adopted by the Board of directors this 29<sup>th</sup> day of April, 2017.



4/29/2117

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

4/29/2017

Effective date if applicable:

\_\_\_\_\_  
(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.

4/29/2117

Dated \_\_\_\_\_

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)

Christopher Taylor

\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman/ Director

\_\_\_\_\_  
(Title of person signing)