

N16000010777

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

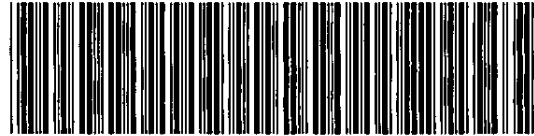
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200292140022

12/01/16--01015--017 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2016 DEC -1 PM 1:23

DEC 8 2016

C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 2, 2016

KENNETH WENZEL, ESQ.
1800 N. MILITARY TRAIL SUITE 120
BOCA RATON, FL 33431-8653 US

SUBJECT: PREMIUM ESTATE LIQUIDATORS, INC.
Ref. Number: N16000010777

We have received your document for PREMIUM ESTATE LIQUIDATORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

You can not file both an amendment and amended and restated. If you want to file the amended and restated you will need to make all the changes in that document including the name change.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 116A00025693

hankins·northwood·roman·wenzel p.l.

boca raton·buffalo·www.hnrwlaw.com

Kenneth A. Wenzel, Esq.

kwenzel@hnrwlaw.com

d - 561.862-4118

f - 561.862.4960

November 30, 2016

VIA UPS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

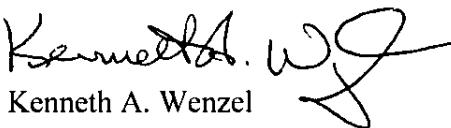
Dear Sir or Madam:

Re: PREMIUM ESTATE LIQUIDATORS, INC., a Florida non-profit
corporation
Document Number N16000010777 – Filing Articles of Amendment
Name Change to PERSONALIZED ESTATE LIQUIDATION
BENEFITING YOUTH, INC.
Our File No. PR052416.01

Please file the attached Articles of Amendment for the above non-profit corporation. Our operating account check payable to the Florida Department of State in the amount of \$35.00 is enclosed. Please return a file stamped copy to me in the enclosed return envelope at your earliest convenience.

If you have any questions, or if you require any further information, please call me at 561-862-4118. Thank you for your assistance.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Enclosures

1800 north military trail·suite 120·boca raton·florida 33431-8653
a professional limited liability company including professional associations

2016 DEC -1 PM 1:23

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PREMIUM ESTATE LIQUIDATORS, INC.

N16000010777

ARTICLE 1

NAME

The name of this corporation is now PERSONALIZED ESTATE LIQUIDATION
BENEFITING YOUTH, INC.

ARTICLE 2

PURPOSES

The purposes for which this corporation is formed are as follows:

(1) To provide relief to and provide benefits for the underprivileged youth and disadvantaged young people living in Sarasota County, Florida.

(2) To solicit, receive, administer and invest funds for charitable purposes consistent with these Articles of Incorporation and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, wherever same may be located; (b) to sell, convey or otherwise dispose of any such property, wherever same may be located; and (c) to invest, reinvest, or deal with the principal or income thereof, all in such manner as, in the

judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation or any laws applicable thereto.

(3) To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the corporation's directors or officers.

(4) This corporation is organized exclusively charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 3

MEMBERSHIP

There will be no membership in the corporation.

ARTICLE 4

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE 5

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3859 Bee Ridge Road, Suite 202, Sarasota, Florida 34233 and the name of the registered agent of this corporation at that address is Van Winkle & Sams, P.A.

ARTICLE 6

PRINCIPAL OFFICE

The address of the principal office of this corporation and the mailing address shall be 1562 N. Lime Avenue, Sarasota, Florida 34237.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Sharon Kenworthy, 1562 N. Lime Avenue, Sarasota, Florida 34237.

ARTICLE 8

DIRECTORS

The number of directors constituting the Board of Directors is four (4) and the names and addresses of the persons who are to serve as directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Kenworthy	1562 N. Lime Avenue Sarasota, Florida 34237
Monica Neligon	1562 N. Lime Avenue Sarasota, Florida 34237
Pat Goldwater	1562 N. Lime Avenue Sarasota, Florida 34237
Glenda Guthrie	1562 N. Lime Avenue Sarasota, Florida 34237

The number of Directors that shall serve from time to time and the manner of election of the Directors shall be as stated in the By-Laws.

ARTICLE 9

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE 10

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE 11

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article 2.

ARTICLE 12

PROHIBITION OF CERTAIN ACTIVITIES

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 DEC -1 PM 1:23

ARTICLE 13

DISSOLUTION

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Sarasota County, or any other court having jurisdiction over this corporation in regard to its dissolution.

/s/ Sharon Kenworthy
Sharon Kenworthy, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

2016 DEC -1 PM 1:23

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
PERSONALIZED ESTATE LIQUIDATION BENEFITING YOUTH, INC.**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

PERSONALIZED ESTATE LIQUIDATION BENEFITING YOUTH, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Van Winkle & Sams, P.A., located at 3859 Bee Ridge Road, Suite 202, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.

Van Winkle & Sams, P.A.

By: /s/ Mary E. Van Winkle
Mary E. Van Winkle, Authorized Signer

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Effective date if applicable: _____
(no more than 90 days after amendment file date) 2016 DEC -1 PM 1:23

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 Nov. 28, 2016

Signature Pat Goldwater

(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)

Pat Goldwater

(Typed or printed name of person signing)

Secretary/Treasurer

(Title of person signing)