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DIVISION OF REVENUE

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C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AXIOS FOUNDATION, INC.

DOCUMENT NUMBER: N16000011943

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

Please return all correspondence concerning this matter to the following:

MICHAEL J. FAEHNER, ESQ

(Name of Contact Person)

M FAEHNER ESQ LLC

(Firm/ Company)

600 BYPASS DRIVE SUITE 100

(Address)

CLEARWATER, FL 33764

(City/ State and Zip Code)

FILINGS@MFAEHNER.COM

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

For further information concerning this matter, please call:

MICHAEL J FAEHNER

727

443 5190

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:

- | | | | |
|---|--|---|--|
| <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

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CLERK OF COURT
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR
AXIOS FOUNDATION, INC.

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N16000011943

ARTICLE I
Name of Corporation

The name of this not-for-profit corporation shall be AXIOS FOUNDATION INC.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation is located at 2905 Lakeview Drive, Casselberry, Florida, 32730.

ARTICLE III
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation is to provide health, educational, and scientific charitable services to the community. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

ARTICLE IV
Duration

The corporation shall have perpetual duration.

ARTICLE V
Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set in Article III.

ARTICLE VI

Prohibited Acts

This corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:

A. 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 the purposes set forth herein.

B. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, 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 section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the voting membership. Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code), 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 a court of competent jurisdiction 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.

ARTICLE VIII

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than two (2) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected or appointed. The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and a Treasurer, and such other officers and Directors as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation.

ARTICLE IX

Initial Board of Directors and Officers

The initial Board of Directors and its officers shall be comprised of the following individuals, each of whom is to hold office until the first election to be held under the provisions of the Articles or the provisions of the Bylaws:

RIDA SADRACK

2905 Lakeview Drive, Casselberry, Florida, 32730.

RAMI SADRACK

2905 Lakeview Drive, Casselberry, Florida, 32730.

ARTICLE X

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of at least two thirds (2/3) of the Board of Directors present and voting.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called specifically for that purpose.

ARTICLE XII

Registered Agent

The name of the initial registered agent of this corporation is MICHAEL J. FAEHNER, ESQ.
600 BYPASS DRIVE SUITE 100, CLEARWATER, FL 33764 in Pinellas County, Florida.

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ARTICLE XIII

Indemnification

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

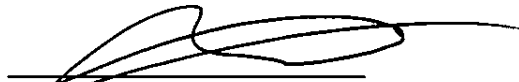
ARTICLE XIV

Incorporators

The name and address of the incorporator is:

RIDA SADRACK
2905 Lakeview Drive, Casselberry, Florida, 32730.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 18 day of December, 2016.



RIDA SADRACK, Incorporator

In the Presence Of:



Michael J. Faehner

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

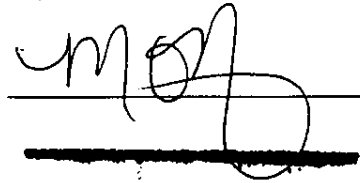
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ACKNOWLEDGMENT:

Having been named to accept service of process for AXIOS FOUNDATION INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Michael J. Faehner, Registered Agent

In the Presence Of:



Melissa R. Ocean

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR
AXIOS FOUNDATION, INC.**

ARTICLE I-XIV

The prior Articles are incorporated by reference and are affirmed at this time.

**ARTICLE XV
SPECIAL DUTIES**

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in any manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Adopted by resolution of the corporation's Board of Directors on 12-20, 2016.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20 day of 12, 2016.


RIDA SADRACK, President