

10/27/2017

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : KATZ BASKIES LLC
Account Number : I2008000071
Phone : (561)910-5700
Fax Number : (561)910-5701

Enter the email address for this business' entity to be used for future annual report mailings. Enter only one email address please.

Email Address: cara.freedman@katzbaskies.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
OPERATION120, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OPERATION120, INC.

DOCUMENT NUMBER: N17000004561

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

Please return all correspondence concerning this matter to the following:

Cara Freedman

(Name of Contact Person)

Katz Baskies & Wolf PLLC

(Firm/ Company)

3020 North Military Trail Suite 275

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

cara.freedman@katzbaskies.com

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

For further information concerning this matter, please call:

Cara Freedman

561

910-5700

(Name of Contact Person)

at

(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
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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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Articles of Amendment
to
Articles of Incorporation
of

OPERATION120, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N17000004561

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

PLEASE SEE ATTACHED AMENDED ARTICLES OF INCORPORATION

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The date of each amendment's adoption: April 27, 2017 If later than the date this document is signed:

Effective Date: Continued (For entries other than amendments, file date)

NOTE: If the date entered in this block does not meet the requirements, filing requirements, and entry will not be filed as the amendment's effective date on the Department of State's records.

Signature of amendment: WILLIAM

☐ The amendment's contents adopted by the members and the director's resolution for the amendment's adoption are correct.

☒ There are no amendments or amendments needed to meet the requirements. The amendment's contents adopted by the members of the board.

Date: April 27, 2017

Signature: Renee Van der Lin
By the chairman of the board of directors of the board, and the director's resolution for the amendment's adoption are correct.

Signature: William
By the chairman of the board of directors of the board, and the director's resolution for the amendment's adoption are correct.

Signature: William
By the chairman of the board of directors of the board, and the director's resolution for the amendment's adoption are correct.

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**AMENDED ARTICLES OF INCORPORATION
OF
Operation120, Inc.
(A Not-For-Profit Corporation)**

Pursuant to the provisions of section 617.1006, Florida Statutes, OPERATION120, INC. ("Corporation"), a corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following as the Amended and Restated Articles of Incorporation ("Articles of Incorporation") for the Corporation::

**ARTICLE I
NAME & ADDRESS**

The name of the Corporation shall continue to be Operation120, Inc. The principal office shall be: Operation120, Inc. – c/o Renette Verhaeghe, and the mailing address shall be: 5782 Regency Circle West, Boca Raton, FL 33496.

**ARTICLE II
PURPOSE**

The Corporation shall be a nonprofit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

The Corporation is intended to be a public charity to support U.S. veterans and their families. More particularly, the Corporation intends to work with veterans and their families using service animals, including dogs and equine, to provide psychological assistance to those who have faced trauma, injury, psychological issues, and/or loss of a loved one. In addition, the Corporation intends to establish a scholarship fund for the children of deceased and disabled veterans.

Any provision of these Articles of Incorporation or the Bylaws of the Corporation to the contrary notwithstanding, the Corporation and its Board of Directors ("Board") shall not:

- (A) Engage in any act of self-dealing as defined in section 4941(d) of the Code;
- (B) Distribute income and principal of the Corporation at such times and in such manner so as to subject the Corporation to the tax imposed by section 4942 of the Code;
- (C) Retain any excess business holdings as defined in section 4943 of the Code;

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- (D) Make any investments in a manner that subjects the Corporation to the tax imposed by section 4944 of the Code; and
- (E) Make any taxable expenditures as defined in section 4945(d) of the Code.

No part of the net earnings of the Corporation shall inure or be payable to or for the benefit of any private member, or individual, and no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. No part of the activities of the Corporation shall be the participation in, or intervention in (including, but not limited to, the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

With respect to any distribution of the Corporation to another charitable organization or termination of the Corporation, the Board shall distribute the assets of the Corporation, and any net income thereon, to one or more organizations organized and operated exclusively for charitable or educational purposes which shall at the time of such distribution qualify as exempt organizations under section 501(c)(3) of the Code; provided, however, that no distribution shall be made to any organization that would (a) impair or destroy the tax exempt status of the Corporation, (b) impair or destroy the deductibility for federal income, gift or estate tax purposes of any contributions theretofore made to the Corporation, or (c) subject any contribution theretofore made to the Corporation to federal gift or estate taxes.

It is intended that the Corporation shall at all times comply with applicable law and shall be exempt, to the extent permitted by law, from federal income and estate taxes and that contributions to the Corporation, to the extent permitted by law, shall be deductible for federal income, gift and estate tax purposes and shall not be subject to federal gift or estate taxes. To that end, the provisions of these Articles of Incorporation may be amended by the Board at any time or times in order to comply with the applicable law and to secure and assure initial and continued approval of the Corporation as a private foundation by the Treasury Department, Internal Revenue Service, and/or any other bureau, department, agency or office of the United States government, and any such amendment so made shall take effect retroactively to the extent so required. The Board is expressly authorized to make, alter or repeal the Bylaws of the Corporation; provided, however, that no amendment or change in the charitable purpose and restrictions set forth in this Article shall be made except as provided in this Article.

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In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit's corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III **LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax on undistributed income imposed by Section 4942 of the code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943 (c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under

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section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

E. The Corporation shall not have any capital stock or the authority to issue capital stock.

ARTICLE IV **MEMBERS**

The Corporation shall have no Members.

ARTICLE V **BOARD OF DIRECTORS**

A. The Board shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the initial Board shall be a minimum of three (3) people. The number of Directors shall be determined as provided in the Bylaws of the Corporation.

ARTICLE VI **BYLAWS**

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VII **DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the

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Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine or if there are no directors, then as set forth in the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent 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, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any member, director or officer or any private individual.

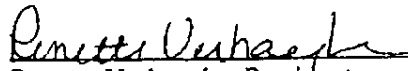
ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is 5782 Regency Circle West, Boca Raton, FL 33496 and the name of the registered agent of the Corporation at that address is Renette Verhaeghe.

ARTICLE X
MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.


IN WITNESS WHEREOF, the Board of Directors have adopted these Amended and Restated Articles of Incorporation effective as of 27 day of April, 2017.


Renette Verhaeghe, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Renette Verhaeghe, hereby accept the appointment as the registered agent of the Operation120, Inc., as made in the foregoing Articles of Incorporation.



RENETTE VERHAEGHE

Dated: April 27, 2017