

N170000 10334

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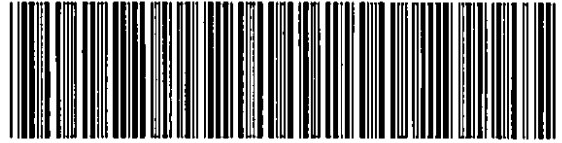
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Amended  
\*  
Restated

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: United Spectrum Corp.

DOCUMENT NUMBER: N17000010334

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

Please return all correspondence concerning this matter to the following:

MELODY E. COBBE, ESQ.

(Name of Contact Person)

COBBE LAW

(Firm/ Company)

980 NORTH FEDERAL HIGHWAY, SUITE 110

(Address)

BOCA RATON, FL 33432

(City/ State and Zip Code)

MCOBBE@COBBELAW.COM

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

For further information concerning this matter, please call:

MELODY E. COBBE, ESQ.

561

922-9661

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**UNITED SPECTRUM CORP.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation ("Amended and Restated Articles") and these Amended and Restated Articles hereby replace the Amended Articles of Incorporation filed on December 7, 2017 in their entirety:

**ARTICLE I  
NAME AND EFFECTIVE DATE**

The name of this corporation shall be: UNITED SPECTRUM CORP. ("Corporation"). The Corporation shall be effective as of October 15, 2017.

**ARTICLE II  
PURPOSES**

The Corporation is organized to receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, and to apply the whole or any part of the income therefrom and the principal thereof for charitable, scientific and educational purposes, and to make distributions and contributions to one or more organizations that that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The activities of the Corporation shall be consistent with Section 501(c)(3), including but not limited to collaborating between experts in the fields of fitness and behaviorism with the goal to provide a healthy lifestyle in addition to a fundamental behavioral structure for special needs. Notwithstanding any other provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE III  
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator is:

Michael E. Bazinet

FILED  
18 AUG 27 11 18 02  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

22065 Palms Way, #205  
Boca Raton, Florida 33433

## **ARTICLE VI DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The Directors, who are to serve until the next election thereof, are:

Michael E. Bazinet  
22065 Palms Way  
Boca Raton, FL 33433

Matt Rosenberg, Matt  
9549 Tropical Park Place  
Boca Raton, FL 33432

Ellen Price  
6217 Balboa Circle #102  
Boca Raton, FL 33433

## **ARTICLE VII REGISTERED AGENT**

The registered office of the Corporation is 22065 Palms Way, #205, Boca Raton, FL 33433 and the initial registered agent of the Corporation at that address is Michael E. Bazinet.

## **ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION**

- A. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.
- B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided

that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

- C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereof.

## **ARTICLE IX CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to Directors of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

#### **ARTICLE X DISPOSITION OF ASSETS / DISSOLUTION**

Upon the dissolution, termination, or winding up of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 the Circuit Court 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 XI BYLAWS AMENDMENTS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the Bylaws.

#### **ARTICLE XII PRINCIPAL MAILING ADDRESS**

The principal mailing address of the Corporation is 8210 Glades Rd, #B, Boca Raton, FL 33434.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Corporation, have set my hand and seal this \_\_\_\_\_ day of 08/21/2018, 2018.

*Michael bazinet*

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MICHAEL BAZINET

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

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.

Dated 08/21/2018 \_\_\_\_\_

Signature Michael bazinet  
(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)

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

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