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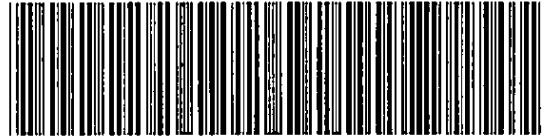
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Amended &
Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Finances for the Fearless Corporation

DOCUMENT NUMBER: N18000009676

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

Please return all correspondence concerning this matter to the following:

Jake Muehlschlegel

Name of Contact Person

Finances for the Fearless Corporation

Firm/ Company

1230 Gulf Blvd Apt. 705

Address

Clearwater, FL 33767

City/ State and Zip Code

jake.muehlschlegel@finances4fearless.org

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

For further information concerning this matter, please call:

Jake Muehlschlegel

at (847) 9150158

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2019

JAKE MUEHLSCHLEGEL
FINANCES FOR THE FEARLESS CORPORATION
1230 GULF BLVD., APT 705
CLEARWATER, FL 33767

SUBJECT: FINANCES FOR THE FEARLESS CORPORATION
Ref. Number: N18000009676

We have received your document for FINANCES FOR THE FEARLESS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears from the enclosed document, you may be trying to file 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. If this is the intention, the document submitted needs correcting. The document should be entitled 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. The preamble to the articles needs to be replaced with language similar to 'These Amended and Restated Articles or Restated Articles are being submitted pursuant to 607.1007/617.1007, Florida Statutes.

Please note historical information need not be listed. This would include the name of the incorporator and the name and address of the initial registered agent.

The date of adoption and the effective date, if any, will need to be included and who adopted the changes. It also, need to be signed by officer as required by law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Diane Cushing
Senior Section Administrator

Letter Number: 719A00021430

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19 SEP 2019
12:13 PM
FILED

**Amended and Restated
Articles of Incorporation
of
Finances for the Fearless Corporation**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of Finances for the Fearless Corporation, a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of Finances for the Fearless Corporation were filed with the Secretary of State of Florida on September 06, 2018, Document No. N18000009676.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all the Directors of the Corporation on September 27, 2019. To affect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

Article I

1.01 Name

The name of this Corporation shall be:
Finances for the Fearless Corporation

Article II

2.01 Duration

The period of the duration of Finances for the Fearless Corporation is perpetual.

Article III

3.01 Addresses of the Corporation

The principal place of business address:
401 W. Kennedy Blvd.
Tampa, Florida 33606

The mailing address for the Corporation:
1230 Gulf Blvd.

Apt. 705
Clearwater, FL 33767

Article IV

4.01 Purpose

Finances for the Fearless Corporation is organized exclusively for charitable financial educational purposes including, financial capability training for benefactors, 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. No part of the net earnings of Finances for the Fearless 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 the purposes set forth in the purpose clause hereof.

Finances for the Fearless Corporation's purpose is to increase financial inclusion, financial resources, and financial opportunities among active duty United States service members, United States veterans, and their family members to achieve personal financial freedom. Finances for the Fearless Corporation will provide and organize such services as financial capability training and counseling through accredited persons.

No substantial part of the activities of Finances for the Fearless 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.

Notwithstanding any other provision of this document, Finances for the Fearless Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Finances for the Fearless Corporation is not organized and shall not be operated for the private gain of any person. The property of Finances for the Fearless Corporation is irrevocably dedicated to its financial educational charitable purposes. No part of the receipts, or net earnings of Finances for the Fearless Corporation shall inure to the benefit of, or be distributed to any individual. Finances for the Fearless Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02

Finances for the Fearless Corporation is designated as a (public) Corporation.

Article V

5.01 Non-profit Nature

Finances for the Fearless Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Finances for the Fearless Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Finances for the Fearless 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, Finances for the Fearless Corporation shall not carry on any other activities not permitted to be carried on (a) by any Corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

Finances for the Fearless Corporation is not organized and shall not be operated for the private gain of any person. The property of Finances for the Fearless Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of Finances for the Fearless Corporation shall inure to the benefit of, or be distributed to any individual. Finances for the Fearless Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

5.02 Personal Liability

No officer or director of Finances for the Fearless Corporation shall be personally liable for the debts or obligations of Finances for the Fearless Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of Finances for the Fearless Corporation.

5.03 Dissolution

Upon termination or dissolution of Finances for the Fearless Corporation, any assets lawfully available for distribution shall be distributed to one or more qualifying Corporations described in

Section 501 (c)(3) of the Internal Revenue Code of 1986 which Corporation or Corporations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The Corporation to receive the assets of Finances for the Fearless Corporation hereunder shall be selected by the discretion of a majority of the managing body of Finances for the Fearless Corporation and if its members cannot so agree, then the recipient Corporation shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Finances for the Fearless Corporation by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying Corporation or Corporations to receive the assets to be distributed, giving preference if practicable to Corporations located within the State of Florida.

5.04 Distributions

No part of the net earnings or properties of Finances for the Fearless Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that Finances for the Fearless 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 in Article IV, Section 4.01.

5.05 Restricted Activities

No substantial part of Finances for the Fearless Corporation activities shall be carrying on of propaganda, or otherwise attempting to influence legislation, and Finances for the Fearless Corporation shall not participate in, or intervene in any political

campaign on behalf of or in opposition to any candidate for public office.

5.06 Prohibited Activities

Notwithstanding any other provision of these Articles, Finances for the Fearless Corporation shall not carry on any activities not permitted to be carried on by a (a) Corporation exempt from federal income tax as a Corporation described by 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.

5.07 Membership

Finances for the Fearless Corporation shall have no members. The management of the affairs of Finances for the Fearless Corporation shall be vested in a board of directors, as defined in Finances for the Fearless Corporation's bylaws.

Article VI

6.01 Governance

Finances shall be governed by its board of directors.

6.02 Election

The way directors are elected or appointed:
As provided in the bylaws.

6.03 Amendments

Any amendments to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

6.04 Directors

Title: BOD
JAKE S MUEHLSCHLEGEL
11 ASHTON COURT
SOUTH ELGIN, IL. 60177

Title: BOD
THOMAS C KRUMPTER III
185 JAN PLACE
EAST NORTH PORT, NY. 11731

Title: BOD
JOHN A CASLIONE
100 S ASHLEY DR
TAMPA, FL. 33606

Title: BOD
THOMAS C KRUMPTER JR.
185 JAN PLACE
EAST NORTH PORT, NY. 11731

Title: BOD
JOE MARASCIULLO
45 TUDOR CITY PLACE
NEW YORK CITY, NY. 10017

Title: BOD
DR. DEIDRE DIXON
401 W. KENNEDY BLVD.
TAMPA, FL. 33606

Title: BOD
FRANK CERVASIO

2378 WALTHAM ST.
PENSACOLA, FL. 32505

Article VII

7.01 Registered Agent

The registered agent of Finances for the Fearless Corporation shall be:

Jakob S. Muehlschlegel
1230 Gulf Blvd
Apt. 705
Clearwater, Florida 33767

Article VIII

8.01 Incorporator

Incorporator of Finances for the Fearless Corporation shall be:

Jakob S Muehlschlegel
1230 Gulf Blvd
Apt. 705
Clearwater, Florida 33767

Article VIII

9.01 Corporation date

The effective date of this Corporation shall be:

09/16/2018

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this Corporation and every year thereafter to maintain "active" status.

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



JAKE S MUEHLSCHLEGEL

November 3, 2019

Date

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

All articles were amended to add more clarifying language and clarification on governance of the organization.

Please see the full amended articles of incorporation enclosed in this envelope for details on changes.

The enclosed articles will be new active articles of incorporation for Finances for the Fearless Corporation.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

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 shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

09/27/2019
Dated _____

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jake Muehlschlegel

(Typed or printed name of person signing)

Executive Director

(Title of person signing)