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CHOOSING TO SEE, INC.**

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STATE OF FLORIDA
TALLAHASSEE

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TALLAHASSEE, FL

ARTICLES OF RESTATEMENT
OF
CHOOSING TO SEE, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act (the "Act"), the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is CHOOSING TO SEE, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is Choosing to See, Inc.
2. The date of filing of the Corporation's original articles of incorporation is December 17, 2018.
3. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation and (b) were duly adopted by the members of the Board of Directors of the Corporation on March 6, 2019.
4. There are no members of the Corporation who are entitled to vote on this amendment and restatement of the articles of incorporation of the Corporation.

Executed as of the 6th day of March, 2019

CHOOSING TO SEE, INC., a Florida not
for profit corporation

By: 

Name: Richard Cardillo, Jr.

Title: President

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHOOSING TO SEE, INC.
A Florida Not for Profit Corporation**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, Choosing to See, Inc. (the "Corporation") does hereby adopt the following amendment and restatement to its Articles of Incorporation which were originally filed on December 17, 2018 and assigned Document Number N18000013136:

**ARTICLE I
NAME**

The name of the corporation shall be: Choosing to See, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal place of business of the Corporation shall be:

4444 El Mar Drive Unit # 3403
Lauderdale-By-The-Sea, Florida 33308

**ARTICLE III
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

4444 El Mar Drive Unit # 3403
Lauderdale-By-The-Sea, Florida 33308

**ARTICLE IV
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation shall primarily accomplish such purposes by bringing a sense of hope and purpose into the lives of individuals who are blind and visually impaired (B/VI) and thereby, empowering all individuals in achieving their highest quality of life. In so doing, Corporation will:

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- A. Provide assistance to the B/VI community by supporting B/VI athletes and financing noteworthy physical adventures by B/VI veterans (and others) to bring public attention to their ability to overcome their lack of vision.
- B. Provide assistance to the B/VI community by advocating for the rights of the B/VI in the United States through litigation and legislation.
- C. Provide assistance, encouragement and opportunity to B/VI athletes/individuals that pursue performance and/or competition goals.
- D. Provide opportunity and encouragement to B/VI military individuals to live active lives in pursuing their dreams/passions.
- E. Facilitate a positive self-image through an active lifestyle with sports and/or recreation in individuals who are B/VI.
- F. Increase public awareness of the abilities of individuals who are B/VI.
- G. Educate and inspire sighted individuals through their participation with the Corporation.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be 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, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3)

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of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE V ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI INITIAL DIRECTORS

The names and addresses of the initial directors are set forth below:

Richard George Cardillo Jr.
PO Box 950
Ketchum, ID 83340

Jesse Ben Crandall
224 S. Whitney St, Apt 2S
Hartford, CT 06105

Scott Nolan Drum
105 East Kaye Avenue
Marquette, MI 49855

ARTICLE VII ELECTION OF OFFICERS

The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine in accordance with the Bylaws of the Corporation. The names and addresses of the initial officers are as follows:

<u>Officer</u>	<u>Name and Address</u>
President	Richard George Cardillo Jr. PO Box 950 Ketchum, ID 83340

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Treasurer

Jesse Ben Crandall
224 S. Whitney St, Apt 2S
Hartford, CT 06105

Secretary

Scott Nolan Drum
105 East Kaye Avenue
Marquette, MI 49855

ARTICLE VIII MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and initial registered for the Corporation shall be GY Corporate Services, Inc. with such office located at 600 Brickell Avenue, Suite 3500, Miami, Florida 33131.

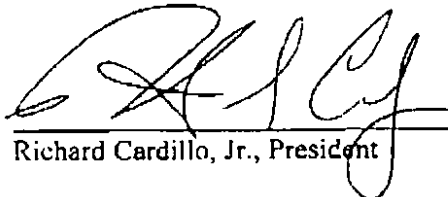
ARTICLE X INCORPORATOR

The name and address of the Incorporator is as follows:

Adi Rappoport
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401.

The amendments set forth herein were adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Corporation, dated as of March 6, 2019.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed as of the 6th day of March, 2019.


Richard Cardillo, Jr., President