

N 18000013334

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Amended & Rejected

C. GOLDEN

SEP 17 2020

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 8/27/2020
Acc#I20160000072

W: C SW

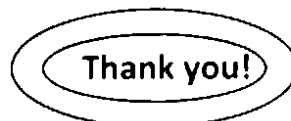
Name:	IOA, INC.
Document #:	
Order #:	13185802

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75





FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2020

CT CORP

SUBJECT: IOA, INC.
Ref. Number: N18000013334

CORRECTED
Please Allow For
Same File Date

We have received your document for IOA, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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: 420A00017406



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 28, 2020

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: IOA, INC.
Ref. Number: N18000013334

We have received your document for IOA, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 420A00016510

2020 SEP 11 PM 1:06

RECEIVED

Return filed document to:
Jacqueline Motyl, Esq.
Fox Rothschild LLP
747 Constitution Drive
Exton, PA 19341
JMotyl@foxrothschild.com

2023 04 27 AM 11:30

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IOA, INC.

ARTICLE 1. The name of the Corporation is IOA, Inc. (the "Corporation").

ARTICLE 2. The location of the principal place of business and mailing address of the Corporation is 20258 Monteverdi Circle, Boca Raton, FL 33498.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to, making distributions for charitable purposes.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Amended and

Restated Articles of Incorporation and the Amended and Restated Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The names and addresses of the officers and directors of the Corporation are as follows:

P/D Leonard Francois - 20258 Monteverdi Circle, Boca Raton, FL 33498
T/S/D Tamaki Osaka - 20258 Monteverdi Circle, Boca Raton, FL 33498
D Mari Osaka - 20258 Monteverdi Circle, Boca Raton, FL 33498

ARTICLE 7. The Corporation shall have no members (the Corporation's prior Articles do not make reference to members).

ARTICLE 8. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Amended and Restated Bylaws of the Corporation.

ARTICLE 9. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any other private person or any enterprise organized for profit.

ARTICLE 10. The name and Florida street address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Donna Peterson-Riggs, Assistant Secretary
Signature of Registered Agent

9/15/2020

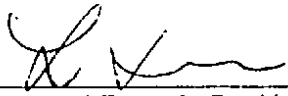
Date

ARTICLE 11. The name and post office address of the incorporator of the Corporation is as set forth in the original Articles of Incorporation of the Corporation filed with the Florida Secretary of State on December 20, 2018.

ARTICLE 12. These adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE 13. These Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation on August 24, 2020, and do not contain any amendments requiring member approval (as the Corporation does not have members).

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.



Leonard Francois, President

08-24-2020
Date