

N19 00000 4277

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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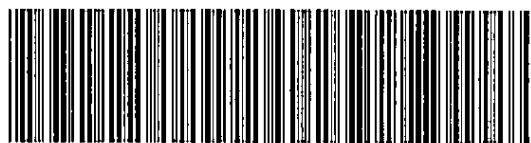
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 JUL -2 4:18:35

Amend

JUL 03 2019
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rise Up Kids Nicaragua Incorporated

DOCUMENT NUMBER: N19000004277

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

Please return all correspondence concerning this matter to the following:

Heather Martin
(Name of Contact Person)

Rise Up Kids Nicaragua Incorporated
(Filing Company)

1105 Sioux Street
(Address)

Jupiter, FL 33458
(City/ State and Zip Code)

riseupkidsnicaragua@gmail.com; hwmartin1105@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Heather Martin at 561-346-5932
(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:

- | | | | |
|---|--|---|--|
| <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
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

June 13, 2019

HEATHER MARTIN
1105 SIOUX STREET
JUPITER, FL 33458

SUBJECT: RISE UP KIDS NICARAGUA INCORPORATED
Ref. Number: N19000004277

We have received your document for RISE UP KIDS NICARAGUA INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Correction must be filed within 30 days of the file date of the document that is being corrected. As the time period for filing Articles of Correction has expired, an amendment to the articles of incorporation could be filed at this time.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 519A00011822

RECEIVED

2019 JUL -2 AM 11:24

STATE OF FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Rise Up Kids Nicaragua ~~Incorporated~~ Incorporated

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

N19000004277

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(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.

N/A

Signature of New Registered Agent, if changing

FILED
2019 JUL -2 PM 8:35

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 checked="" type="checkbox"/> Change ____ Add ____ Remove	<u>D</u>	<u>Heather Martin</u>	<u>1105 Sioux Street</u> <u>Jupiter, FL 33458</u>
2) ____ Change <input checked="" type="checkbox"/> Add ____ Remove	<u>D</u>	<u>Daniel Martin</u>	<u>1105 Sioux Street</u> <u>Jupiter, FL 33458</u>
3) ____ Change <input checked="" type="checkbox"/> Add ____ Remove	<u>D</u>	<u>Virginia ByMaster</u>	<u>3838 Greenway Dr</u> <u>Jupiter, FL 33458</u>
4) <input checked="" type="checkbox"/> Change ____ Add ____ Remove	<u>D</u>	<u>Phillip Southan</u>	<u>1105 Sioux Street</u> <u>Jupiter, FL 33458</u>
5) <input checked="" type="checkbox"/> Change ____ Add ____ Remove	<u>D</u>	<u>Corina Weibel</u>	<u>1105 Sioux Street</u> <u>Jupiter, FL 33458</u>
6) ____ Change ____ Add ____ Remove	_____	_____	_____ _____ _____

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

Amending/Changing Article III specific purpose to:
Provide charitable services to underprivileged
people in Nicaragua.

Changing Article VII: All Directors & adding Daniel Urrin
and Virginia Bymaster as stated on page 2.

AMENDED ARTICLES OF INCORPORATION – NON-PROFIT (FLORIDA)

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be **Rise Up Kids Nicaragua Incorporated**. The business of the corporation will be conducted as Rise up Kids Nicaragua Incorporated.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Rise up Kids Nicaragua Incorporated is a non-profit corporation organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

To provide charitable services for the underprivileged people of Nicaragua.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

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

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Rise up Kids Nicaragua Incorporated 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 this corporation.

4.03 Dissolution

Upon termination or dissolution of Rise up Kids Nicaragua Incorporated, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute), which organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Rise up Kids Nicaragua Incorporated hereunder shall be selected by the discretion of a majority of the managing body of the Rise up Kids Nicaragua Incorporated and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Rise up Kids Nicaragua Incorporated 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 organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida, or its equivalent, to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this 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 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 Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization 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.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Rise up Kids Nicaragua Incorporated shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Martin, Heather

1105 Sioux Street

Jupiter, FL 33458

Martin, Daniel

1105 Sioux Street

Jupiter, FL 33458

Virginia Bymaster

3838 Greenway Dr

Jupiter, FL 33458

Phillip Southan

1105 Sioux St

Jupiter, FL 33458

Corina Weibel

1105 Sioux St

Jupiter, FL 33458

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Rise up Kids Nicaragua Incorporated Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Rise up Kids Nicaragua Incorporated shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

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

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

1105 Sioux Street

Jupiter, FL 33458

The mailing address of the corporation is:

1105 Sioux Street

Jupiter, FL 33458

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Heather Martin

1105 Sioux Street

Jupiter, FL 33458

ARTICLE X

INCORPORATOR

The incorporator of the corporation is:

Heather Martin

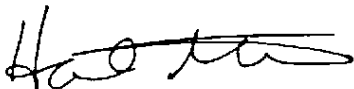
1105 Sioux Street

Jupiter, FL 33458

Acknowledgment of Consent to Appointment as Registered Agent

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.

Registered Agent



Heather Martin

Date: 5/16/19

Acknowledgement of Incorporator

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

Incorporator



Heather Martin

Date: 5/16/19

The date of each amendment(s) adoption: N/A, 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 6/26/2019

Signature Heather Martin

(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)

Heather Martin
(Typed or printed name of person signing)

Director
(Title of person signing)