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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTERED HEART FOUNDATION, INC.**

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October 25, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CENTERED HEART FOUNDATION, INC.
4401 NW 124TH AVE
CORAL SPRINGS, FL 33065US

SUBJECT: CENTERED HEART FOUNDATION, INC.
REF: N19000008158

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Claretha Golden
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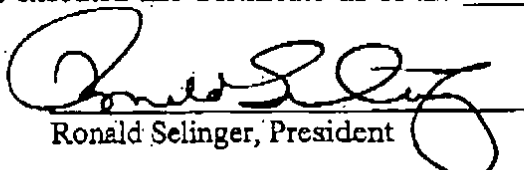
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**CERTIFICATE
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTERED HEART FOUNDATION, INC.**

The undersigned, does hereby certify that pursuant to Section 617.1007(3), the attached Amended and Restated Articles of Incorporation of Centered Heart Foundation, Inc., a Florida not for profit corporation (the "Corporation") filed with the Florida Department of State on August 2, 2019; document number N19000008158 have been adopted by the Corporation's board of directors on October 21, 2019. The Corporation has no members, therefore the Amended and Restated Articles of Incorporation of the Corporation do not require member approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the ____ day of 10/21, 2019.


Ronald Selinger, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTERED HEART FOUNDATION, INC.
(a Florida not for profit corporation)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Directors of the Corporation do hereby adopt the following Amended and Restated Articles of Incorporation of Centered Heart Foundation, Inc., filed with the Florida Department of State on August 2, 2019, effective as of August 1, 2019, document number N19000008158:

**ARTICLE I
Name**

The name of the corporation is Centered Heart Foundation, Inc. (hereinafter, the "Corporation")

**ARTICLE II
Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE III
Purpose**

The Corporation is organized exclusively for charitable, religious, educational and scientific 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 corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include providing youth with an individualized path of guidance to empower them as they maneuver through times of challenge due to poverty, health concerns, and other critical life altering factors. By partnering with a community of passionate professionals, the Corporation will curate this path toward achievement using Social Emotional Learning (SEL) techniques as we mentor them through education while also supporting a healthy mind/body connection; provided, however, that notwithstanding the foregoing particular purposes found in this Article III, the Corporation shall not engage in any activity that may not be engaged in by a Corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the 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 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV **Powers**

The Corporation has the power to engage in any lawful activity under the Florida Not for Profit Corporation Act of the State of Florida, including opening and operating a bank account.

ARTICLE V **Principal Office and Mailing Address**

The Corporation's principal office and mailing address is 4401 NW 124th Ave., Coral Springs, FL 33065

ARTICLE VI **Directors and Officers**

The Corporation shall have at least three (3) directors. The Corporation's Board of Directors and Officers shall be comprised of the following persons:

Director/Officer	Name	Mailing Address
Director, Chairman of Board of Directors/President	Ronald Selinger	3445 Meadowbrook Way Davie, FL 33328
Director, Board of Directors	Michael Balter	3466 Del Mar Avenue Davie, FL 33328
Director, Board of Directors	Richard Suss	10331 Lone Star Place Davie, FL 33328
Director, Board of Directors	Barry Kates	9350 S. Dixie Highway Miami, FL 33156
Director, Board of Directors/ Vice President	Marjorie Schaefer	14530 Mustang Trail Southwest Ranches, FL 33330
Director, Board of Directors/ Treasurer	Paul Sykes	365 Arvida Pkwy, Coral Gables, FL 33156
Director/Board of Directors	Joseph Proto	101 West 24 th Street, New York, NY 10011
Director/Board of Directors	Melissa Cubillas	457 Elverton Avenue, Staten Island, NY 10308
Secretary	Melissa Maloul	16328 Malibu Drive #4, Weston FL 33326
Director of Foundation	Jodi Weiner	285 Lakeview Drive, Coral Springs, FL 33071

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ARTICLE VII
Dissolution

Upon the dissolution of the Corporation, assets shall be distributed 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 a Court of Competent Jurisdiction 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 VIII
Indemnification

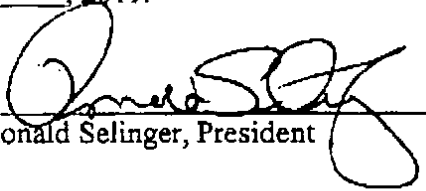
The Corporation does indemnify any directors, officers and employees of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.

ARTICLE IX
Restrictions

- 9.01** The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.02** The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.03** The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.04** The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.05** The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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The undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation as of the 21 day of October, 2019.


Ronald Selinger, President

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