

N1900000 9561

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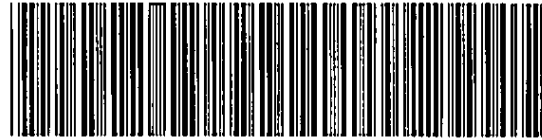
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2020 MAR 10 AM 7:21

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
OFFICE OF ASSISTANT SECRETARY

MAR 25 2020

S. YOUNG

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**NAME OF CORPORATION:** Shifting Gears United, Inc.

**DOCUMENT NUMBER:** N19000009561

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

Please return all correspondence concerning this matter to the following:

Jeffrey Fromknecht, Esquire  
Side Project Inc.  
2405 Quantum Blvd  
Boynton Beach, FL 33435  
Jeff@sideprojectinc.org

For further information concerning this matter, please call:

Jeffrey Fromknecht, Esquire at 561-755-7433

Enclosed is a check for the following amount made payable to the Florida Department:

\$35 Filing Fee

Sincerely,

Jeff Fromknecht

# **ARTICLES OF RESTATEMENT**

of

## **SHIFTING GEARS UNITED, INC**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following restatement to its articles of incorporation. This restatement has been duly adopted by the Board of Directors and is intended to supersede the original articles of incorporation and all amendments to them:

### **ARTICLE I: NAME**

The name of the corporation shall be: **SHIFTING GEARS UNITED, INC.** (the "Corporation")

### **ARTICLE II: PRINCIPAL OFFICE**

Principal street address:

177 N US HWY, #260

Tequesta, FL 33469

Mailing address:

(Same)

### **ARTICLE III: PURPOSE**

SHIFTING GEARS UNITED, INC is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the corporation is to Empower, educate and enable the disabled community to train and participate in mainstream sports, as well as achieving and reaching their personal goals. Inspire values of respect, fairness, honesty and community of inclusion and acceptance. Build independence, self-confidence and camaraderie.

### **ARTICLE IV: Duration**

This corporation shall have a perpetual existence

### **ARTICLE V: MANNER OF ELECTION**

Directors of the corporation shall be elected as described in the by-laws.

### **ARTICLE VI: MEMBERS**

The corporation shall have no members.

### **ARTICLE VII: BOARD OF DIRECTORS**

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the by-laws of the Corporation.

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2020 MAR 10 AM 7:21  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES

# **ARTICLES OF RESTATEMENT**

of

## **SHIFTING GEARS UNITED, INC**

### **ARTICLE VIII: REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Jacqueline W. Kapinowski  
177 N US HWY, #260  
Tequesta, FL 33469

### **ARTICLE IX: LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. 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. Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

### **ARTICLE X: INDEMNIFICATION OF DIRECTORS**

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

# **ARTICLES OF RESTATEMENT**

of

## **SHIFTING GEARS UNITED, INC**

### **ARTICLE XI: DISSOLUTION OF ASSETS**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

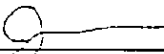
### **ARTICLE XII: AMENDMENTS**

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a two-thirds majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

**FILED**  
2020 MAR 10 AM 7:21  
CLERK OF SUPERIOR COURT  
JANESVILLE, WISCONSIN

**ARTICLES OF RESTATEMENT**  
of  
**SHIFTING GEARS UNITED, INC**

*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*

  
\_\_\_\_\_  
Required Signature of Registered Agent

3/5/2020

\_\_\_\_\_  
Date

**These Articles of Restatement are effective:** The day this document is signed.

These duly adopted *Restated Articles of Incorporation* are intended to supersede the original articles of incorporation and all amendments to them.

**Adoption of Articles of Restatement**

There are no members entitled to vote on these amendments. These restated Articles of Incorporation were adopted by the Board of Directors.

*I 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.*

  
\_\_\_\_\_  
Signature of President

3/5/2020

\_\_\_\_\_  
Date