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Email Address: Alan.Cohn@gmlaw.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VICTORIA'S VOICE FOUNDATION, INC.**

Certificate of Status	0
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20 JAN 30 PM 3:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2020 JAN 30 PM 4:02

Amended & Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
VICTORIA'S VOICE FOUNDATION, INC.
(Not-For-Profit)**

**ARTICLE I
NAME**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

The name of the corporation shall be Victoria's Voice Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 5601 Windhover Drive, Orlando, Florida 32819.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable purposes, to create, establish, operate and maintain a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The organization is created to provide guidance and counseling to needy individuals specifically in regard to life skills and controlled substance prevention and recovery efforts. The Corporation has not been formed for pecuniary profit or financial gain. All funds shall then be used for the benefit of, and to provide support to individuals meeting the criteria set forth above, individuals needing counseling support; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to value; sell, convey, or otherwise dispose of such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Corporation's Bylaws, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf as determined in the judgment of the directors. Except as determined, if so determined, at no time shall any part of the assets, income, or profit of the Corporation be distributable to, or insure to the benefit of, its members, directors, or officers. No substantial part of the Corporation's activities shall constitute 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 any candidate for public office. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provision thereto. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Service of 1986, as amended (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**ARTICLE IV
MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be stated in the Corporation's Bylaws.

**ARTICLE V
INITIAL DIRECTORS/OFFICERS**

The name and address of the Initial Directors are:

David Siegel
5601 Windhover Drive
Orlando, Florida 32819

Mark Waltrip
5601 Windhover Drive
Orlando, Florida 32819

Crisa Marder
5601 Windhover Drive
Orlando, Florida 32819

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Greenspoon Marder LLP
Attn: Alan B. Cohn, Esq.
201 E. Pine Street, Suite 500
Orlando, Florida 32801

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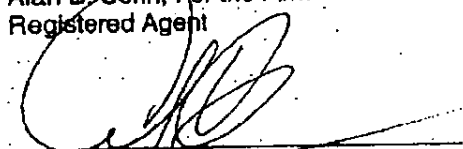
**ARTICLE VII
INCORPORATOR**

Alan B. Cohn, Esq.
Greenspoon Marder, P.A.
200 E. Broward Blvd, Suite 1800
Fort Lauderdale FL 33301

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 the appointment as registered agent and agree to act in this capacity.


Alan B. Cohn, For the Firm
Registered Agent

October 24, 2019


Alan B. Cohn, Incorporator

October 24, 2019

**ARTICLE VIII
DISSOLUTION**

This Corporation is a not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 50(C)(3) as the Board of Directors shall determine.

Whereof, the undersigned, as President of Victoria's Voice Foundation, Inc. has executed this Amended and Restated Articles as of the 26th day of November, 2019.


By: David A. Siegel, President

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CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

A handwritten signature in black ink, appearing to read 'David A. Siegel', is written over a horizontal line.

David A. Siegel, President