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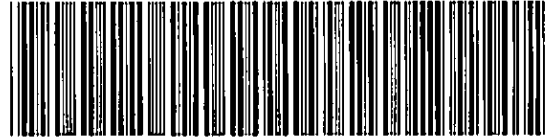
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eggs to Eagles, Inc.

DOCUMENT NUMBER: N20000005256

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

Please return all correspondence concerning this matter to the following:

William A. Corzo, Esq.

(Name of Contact Person)

Victory Law Firm

(Firm/ Company)

826 Menendez Court

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

william@victoryfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William A. Corzo

727

638-5424

at

(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:

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|--|--|---|---|
| <input 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 checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Eggs to Eagles, Inc.**

I, Brian P. Dennis, being the President of Eggs to Eagles, Inc., a Florida not for profit corporation, hereby certify that there are no members entitled to vote on the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation on June 10, 2020 in compliance with Sections 617.1001, 617.1002, 617.1006, and 617.1007 of the Florida Statutes.

Further, that no amendments were made to the following: name of corporation, principal office or mailing address, registered agent, and officers/directors.

Further, that Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate are intended to amend the original articles filed through the State of Florida's online Sunbiz portal on May 18, 2020.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 12th day of June 2020.

Eggs to Eagles, Inc.

By: B.P.D.
Brian P. Dennis, Jun 12, 2020 06:12 CD11
Brian P. Dennis, President

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2020 JUN 15 AM 7:15
CLERK OF COURT
JANICE L. GIBSON

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

Eggs to Eagles, Inc.

(Eggs to Eagles™ is a non-stock corporation formed
under the laws of the State of Florida)

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Amended and Restated Articles of Incorporation.

FIRST:

The name of the Corporation is Eggs to Eagles, Inc.

SECOND:

The address of the initial principal office of the Corporation is 7305 Hourglass Drive, Apollo Beach, FL 33572

THIRD:

The Corporation shall be a non-profit, non-stock corporation, which shall engage in any lawful act or activity for which non-profit organizations may be organized under the laws of the State of Florida.

The Corporation is organized exclusively for such purposes and activities as permitted within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), including, but not limited to, the following purposes.

The Corporation shall be organized and operated exclusively as a public educational and philanthropic foundation within the meaning of Internal Revenue Code Section 501(c)(3) and Treasury Regulation Section 1.501(c)(3)-1 or successor statute(s) or regulation(s), as the same may be amended from time to time.

In furtherance of this purpose, the Corporation shall be organized and operated exclusively for the promotion generally of social welfare for the common good of the people of the community, with specific regard for the following categories of social

welfare, as well as for all other forms of social welfare consistent with the aforesaid Code provision and regulation, as the same may be interpreted from time to time.

Mission Statement: Use aviation, mentorship, and character development to change lives for the better, opening a world of opportunity for young people in need.

The purpose of the Corporation inter alia is to promote the common good and general welfare of the public by mentoring and teaching at-risk and disadvantaged youth by:

- (a) Utilizing aviation and personal mentorship for character development, inspiring community service, and developing goal-oriented young people;
- (b) Using aviation-themed activities to gain interest and inspire young people, providing them with a structured, achievement-oriented environment conducive to setting and achieving personal life and career goals, thereby setting them on a path to success in adulthood;
- (c) Providing promotion-based curriculum and achievement activities to assist each individual in their personal development;
- (d) Identifying specific career path trajectories and career counseling to assist each individual in realizing their personal and career objectives, and;
- (e) Assisting in providing a transition from the Corporation's curriculum via scholarship, financial aid, grants, etc. to ensure the youth who participate in said curriculum are placed on a clear and logical path leading to the career opportunities they desire.

The Corporation shall not be a social club, nor shall it engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

- (a) To acquire or receive from any individual, firm, association, corporation, trust, foundation or any governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for the purposes hereof, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act (Fla. Stat. Ann. § 617.01011 et seq.);
- (b) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as

set forth in these articles of incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation:

- (c) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to individuals and qualified organizations as described in Internal Revenue Code Section 501(c)(3);
- (d) To invest in real and fixed assets necessary to support the Corporation's purposes;
- (e) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and
- (f) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these articles of incorporation, including the exercise of all other powers and authority enjoyed by nonprofit corporations generally by virtue of the provisions of the State of Florida Non-profit Corporation Act (within and subject to the limitation of Section 501(c)(3) of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Fourth Article and with its status under Section 501(c)(3) of the Internal Revenue Code or successor Code Section.

In any and all of its activities, the Corporation shall not pursue a policy with respect to applicants, members, staff, tenants or others related to such programs that discriminates in any way on the basis of sex, race, creed, color, national origin or previous condition of servitude.

FOURTH:

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in the THIRD Article hereof.

- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code, and in any corresponding laws of the State of Florida), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).
- (d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.
- (e) Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

FIFTH:

The Board of Directors shall consist of not fewer than one (1) nor more than nineteen (19) directors who shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes

and functions of the Corporation. The initial directors named in Section Eight of these articles of incorporation, shall serve until the first annual meeting of the Board of Directors or until their successors have been elected and qualified in accordance with the bylaws. At all times hereafter, directors shall be elected at the annual meeting of the electing members of the Corporation by a vote of the electing members as provided for in the bylaws of the Corporation. Directors shall serve for terms of one (1) year and may be re-elected for one or more successor terms.

The directors shall have the powers and duties set forth in these articles of incorporation and in the bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit corporation of the State of Florida, which is exempt for federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

The officers of the Corporation shall be the President, Secretary, and Treasurer; provided, however, the Board of Directors may create additional offices. Officers may be, but need not be, directors. A single officer may serve in more than one capacity if such service is not inconsistent with the bylaws, and Florida or Federal law.

SIXTH:

The Corporation 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.

SEVENTH:

The initial Board of Directors of the Corporation shall consist of 3 persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified. Their names and addresses, including street and number and zip code, are set forth below:

<u>NAME/ROLL</u>	<u>ADDRESS</u>
Brian P. Dennis/President	7305 Hourglass Dr., Apollo Beach Fl. 33572 (home)
William A. Corzo, Esq./Secretary	826 Mendez Court, Orlando, Fl. 32801 (office)
Michael Carman/Treasurer	1110 3rd St. S., St. Petersburg, Fl. 33701 (home) Attn: M/V Telemetry, 110 3rd St. S., St. Petersburg, FL 33701 (mail)

EIGHTH:

The corporation's initial registered office address is 826 Mendez Court, Orlando, FL 32801. The registered office is physically located in the City of Orlando. The name of the corporation's initial registered agent is William A. Corzo, Esq. an individual who is a resident of the State of Florida and a member of the Florida State Bar.

NINTH:

All references in these articles of incorporation to section of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such section and provisions.

TENTH:

The name and address, including street and number and zip code, of the incorporator:

NAME

ADDRESS

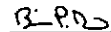
Brian Patrick Dennis

7305 Hourglass Dr., Apollo Beach FL 33572

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



William A. Corzo, Esq.
Registered Agent



Brian P. Dennis, Jun 12, 2020

Brian P. Dennis
Incorporator

June 12, 2020

Date

Jun 12, 2020

Date