

N 210000000395

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number
(shown below) on the top and bottom of all pages of the document.

((H21000305922 3)))



H210003059223ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : NELSON MULLINS RILEY & SCARBOROUGH LLP OF BOCA RATON
Account Number : 076376001555
Phone : (803)255-9617
Fax Number : (561)483-7321

****Enter the email address for this business entity to be used for future
annual report mailings. Enter only one email address please.****

Email Address: mariela.contreras@boobietroopers.org

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BOOBIE TROOPERS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Fax Audit No. H21000305922 3

AUG 13 PM 1:19

SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOOBIE TROOPERS, INC.**

The undersigned officer, on behalf the Corporation pursuant to Sections 617.1007 and 617.01201 of the Florida Statutes, subscribes to and submits these Amended and Restated Articles of Incorporation (these "*Articles*") in order to amend and restate, in their entirety, those certain Articles of Incorporation for Boobie Troopers, Inc. dated as of January 11, 2021 (but effective as of January 8, 2021) for the purpose of amending and restating the Articles of Incorporation of the Corporation.

ARTICLE I – Name

The name of the Corporation shall be: Boobie Troopers, Inc. (the "*Corporation*").

ARTICLE II – Principal Office and Mailing Address

The address of the principal office and principal place of business of the Corporation, and the mailing address of the Corporation, is 17557 Weeping Willow Trail, Boca Raton, FL 33487.

ARTICLE III – Purpose

A. The Corporation is organized exclusively for charitable, scientific and/or educational purposes, including but not limited to, for such purposes as the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future U.S. federal tax code or U.S. federal revenue laws, but including all of the final, temporary and proposed U.S. treasury regulations promulgated thereunder) (the "*Code*"), and to be more particular:

(i) The Corporation is designed and intended to promote, support and raise funds for (a) breast cancer awareness and activities related to breast cancer awareness, (b) scientific research with respect to breast cancer, and (c) community / societal education regarding breast cancer;

(ii) The Corporation is designed and intended to promote and support (both financially and otherwise), and also to raise funding for, those organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code which promote, educate, administer and/or support breast cancer awareness and activities related to breast cancer awareness;

(iii) The Corporation may own property (including real, tangible and intangible property) to be operated, invested and otherwise used to advance and support the Corporation's purposes;

(iv) The Corporation may raise, hold, invest and spend cash and assets (which are convertible into cash) to advance and support the Corporation's purposes;

(v) The Corporation may make distributions of funds for its charitable, scientific and/or educational purposes; and

Fax Audit No. H21000305922 3

(vi) The Corporation may engage in any and all lawful actions and activities to accomplish the foregoing purposes, except as restricted herein; provided, however, the Corporation will not seek to generate pecuniary profit, and any earnings, gains, revenues or income received by the Corporation that exceed its costs and expenses will be used by the Corporation to advance, support, further, perform and carry-out its charitable, scientific and/or educational purposes.

B. The Corporation may engage in any operation, activity or business permitted under the laws of the United States of America and of the State of Florida, and shall have all of the powers and authority enumerated in the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, as the same now exists and as hereafter amended (the "Act"), and all such other powers and authority as are permitted by applicable law; provided, however, that the Corporation shall not engage in, or carry on, any actions, operations or activities not permitted to be engaged in by, or carried on by, organizations exempt from federal income tax under Section 501(a) of the Code as described in Section 501(c) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV – Term of Existence

The Corporation shall exist in perpetually, unless dissolved, liquidated and terminated in accordance with applicable law.

ARTICLE V – Registered Office and Registered Agent

The street address of the registered office of the Corporation is 17557 Weeping Willow Trail, Boca Raton, FL 33487, and the name of the registered agent of the Corporation at that street address is Mariela Contreras-Piana.

ARTICLE VI – Directors and Officers

A. The number of directors of the Corporation shall be three (3) in the aggregate. The number of directors may be either increased or reduced, from time to time, by the board of directors of the Corporation in accordance with these Articles and the Bylaws of the Corporation (the "Bylaws"); provided, however, there shall always be at least three (3) directors in the aggregate at all times.

B. Directors, as such, shall not receive any compensation for their services as directors of the Corporation. The board of directors of the Corporation may authorize and require the payment of reasonable out-of-pocket costs and expenses incurred by the directors in performing and carrying-out their duties, obligations and responsibilities with respect to the Corporation.

Fax Audit No. H21000305922 3

C. Nothing in this Article VI shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor, such as being officers or employees of the Corporation.

D. The names and street addresses of the initial members of the board of directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Mariela Contreras-Piana	17557 Weeping Willow Trail Boca Raton, FL 33487
Juan Carlos Contreras-Piana	17557 Weeping Willow Trail Boca Raton, FL 33487
Deniz Ozaltin	2543 Dolphin Drive Delray Beach, FL 33445

E. The names and positions of the initial officers the Corporation are as follows:

<u>Name</u>	<u>Position</u>
Mariela Contreras-Piana	President
Juan Carlos Contreras-Piana	Treasurer; Vice President
Deniz Ozaltin	Secretary; Vice President

F. The number, qualifications, term of office, method of selection, appointment or election, involuntary removal or voluntary resignation, powers, authority, duties and obligations of the directors and/or officers of the Corporation, the time and place of their meetings, and such other terms and provisions with respect to such directors and/or officers of the Corporation shall be as specified in the Bylaws (so long as the Bylaws are not inconsistent with the express terms and provisions of these Articles).

ARTICLE VII – Incorporator

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Street Address</u>
Mariela Contreras-Piana	17557 Weeping Willow Trail Boca Raton, FL 33487

Fax Audit No. H21000305922 3

ARTICLE VIII – Members

The Corporation shall not have any members.

ARTICLE IX – Amendment to Articles and Bylaws

These Articles and the Bylaws may be amended, modified, updated, changed, supplemented, restated, replaced, terminated and/or repealed in any form or manner permitted by, and in accordance with, the Bylaws and applicable law.

ARTICLE X – Dissolution

A. The Corporation may not voluntarily dissolve or terminate, and may not cause or allow an involuntary dissolution or termination, and may not otherwise liquidate its assets, except by a unanimous vote and approval, in writing, of the members of the board of directors of the Corporation.

B. Upon the dissolution and liquidation of the Corporation, the board of directors of the Corporation shall, after paying or making provision for the payment of all of the debts, liabilities and obligations of the Corporation, dispose of all the assets of the Corporation exclusively and solely to such organization(s) that, at the time of such dissolution and liquidation of the Corporation, qualify as a tax-exempt organization(s) under Section 501(c)(3) of the Code and that are organized and operated for a purpose consistent with the purposes of the Corporation.

C. Any assets not disposed of by the board of directors of the Corporation as provided in this Article X, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to one or more organizations that qualify as a tax-exempt organization under Section 501(c)(3) of the Code and that are organized and operated for a purpose consistent with the purposes of the Corporation.

ARTICLE XI – Limitations to Corporate Power

A. Any sale of real estate, distribution of cash or transfer of other assets (other than of *de minimus* value) to any third-party (other than a supporting organization to the Corporation, as defined under Section 509 of the Code) shall require the majority vote and approval, in writing, of the members of the board of directors of the Corporation.

B. Any purchase, transfer, security interest or encumbrance of real estate shall require the majority vote and approval, in writing, of the members of the board of directors of the Corporation.

ARTICLE XII – Effective Date

These Articles shall be effective as of August 13, 2021 (the “*Effective Date*”).

Fax Audit No. H21000305922 3

ARTICLE XIII – Adoption

These Articles do not require approval by the members of the Corporation; and rather, only the approval of the board of directors of the Corporation is required. The board of directors of the Corporation has approved and adopted these Articles.

ARTICLE XIV – Other Provisions

A. Notwithstanding any other provision set forth in these Articles, at any time during which the Corporation is deemed a “private foundation” pursuant to Sections 501 and 509 the Code, (i) the Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code, (ii) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Code, (iv) the Corporation shall not make any high-risk investment in such manner as to subject it to the tax imposed by Section 4944 of the Code, and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

B. Any reference in these Articles to any section of the U.S. Internal Revenue Code of 1986, as amended (defined as the Code), shall be deemed to incorporate by reference (i) the corresponding provisions of any subsequent U.S. federal tax code or U.S. federal revenue laws and (ii) the U.S. treasury regulations promulgated thereunder (inclusive of all the final, temporary and proposed U.S. treasury regulations).

C. The power and authority to adopt, modify, amend, update, change, supplement, restate, repeal or terminate the Bylaws shall be vested in the board of directors of the Corporation.

D. These Articles shall supersede, override and supplant, in their entirety, all prior Articles of Incorporation for the Corporation (inclusive of all amendments and modifications thereto).

* * * * *

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused these Amended and Restated Articles of Incorporation Boobie Troopers, Inc. to be executed and effective as of the Effective Date.

BOOBIE TROOPERS, INC.

By: Mariela Contreras-Piana
Name: Mariela Contreras-Piana
Title: President and Incorporator

Fax Audit No. H21000305922 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the Act and the laws of the State of Florida, the following is submitted:

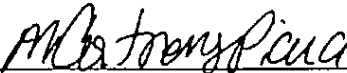
First – That, the name of this Corporation is Boobie Troopers, Inc.

Second – That, this Corporation desiring to organize and operate under the Act and the laws of the State of Florida, has designated 17557 Weeping Willow Trail, Boca Raton, FL 33487 as the initial registered address and place of business for the service of process within this state.

Third – That, this Corporation has appointed Mariela Contreras-Piana as its initial registered agent for the service of process within this state.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby (i) state that I am familiar with the duties, obligations and responsibilities of a registered agent, and (ii) accept the appointment to serve as the registered agent and agree to act in this capacity as registered agent, and agree to comply with the terms and provisions of the Act and Florida law relative to keeping the registered office open.

Dated as of this August 13, 2021.

By: 
Name: Mariela Contreras-Piana
Title: Registered Agent