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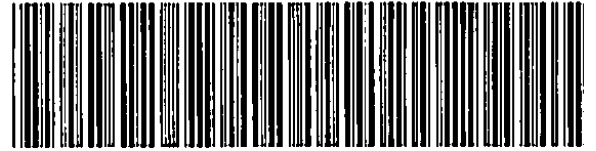
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TALLAHASSEE, FL

2021 SEP 13 AM 8:43

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SEP 15 2021



11/11/21

21 SEP 13 PM 12:40

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 30, 2021

MICHAEL KOUSKOUTIS  
623 E TARPON AVE  
TARPON SPRINGS, FL 34689

SUBJECT: WINNIE'S HEART OF GOLD CORP.  
Ref. Number: N21000006330

We have received your document for WINNIE'S HEART OF GOLD CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note historical information need not be listed. This would include the name of the incorporator. Please remove the doing business as name Winnie's heart of gold in article 1 of the amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Brumbley  
Regulatory Specialist II

Letter Number: 921A00020843

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Winnie's Heart of Gold Corp.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00

Filing Fee

☒ \$43.75

Filing Fee  
& Certificate of Status

☐ \$43.75

Filing Fee  
& Certified Copy

☐ \$52.50

Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Michael G. Kouskoutis, Esq.

Name (Printed or typed)

623 E. Tarpon Ave

Address

Tarpon Springs, FL 34689

City, State & Zip

727-421-1334

Daytime Telephone number

michael@kouslaw.com

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

**NOTE: Please provide the original and one copy of the document.**



2021 SEP 13 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FL

## **Winnie's Heart of Gold Corp.**

A Florida Non-profit Corporation

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to Chapter 617 Florida Statutes, the undersigned on behalf of Winnie's Heart of Gold Corp. (hereinafter the "Corporation"), a Florida non-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 26, 2021, Document No. N21000006330.

SECOND: The restated articles of incorporation contain no amendment requiring member approval, although the board of directors adopted the restatement on August 5, 2021.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

#### **ARTICLE I NAME**

##### **1.01 Name**

The name of this corporation shall be Winnie's Heart of Gold Corp.

#### **ARTICLE II DURATION**

##### **2.01 Duration**

The period of duration of the corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

#### **3.01 Purpose**

Winnie's Heart of Gold Corp. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. More specifically, Winnie's Heart of Gold Corp. is dedicated to assisting underprivileged children experience the joy of horse camp among other equestrian activities.

#### **3.02 Non-Profit**

Winnie's Heart of Gold Corp. is designated as a non-profit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

Winnie's Heart of Gold Corp. is organized exclusively for charitable and educational 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. No part of the net earnings of Winnie's Heart of Gold Corp. 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Winnie's Heart of Gold Corp. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Winnie's Heart of Gold Corp. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Winnie's Heart of Gold Corp., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Winnie's Heart of Gold Corp. hereunder shall be selected by the discretion of a majority of the managing body of the Winnie's Heart of Gold Corp. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Winnie's Heart of Gold Corp. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be 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 or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V** **BOARD OF DIRECTORS**

### **5.01 Governance**

Winnie's Heart of Gold Corp. shall be governed by its board of directors.

### **5.02 Directors**

The directors of the corporation shall be:

Joanna M. Allison  
14740 Waterchase Blvd  
Tampa, FL 33626

Bonita Kornblith  
11826 Shire Wycliffe Court  
Tampa, FL 33626

Christina Fox  
14743 San Marsala Court  
Tampa, FL 33626

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

Winnie's Heart of Gold Corp. 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.

## **ARTICLE VII** **AMENDMENTS**

### **7.01 Amendments**

Any amendment to these Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.01 Corporate Address**

The address of the corporation is:

Winnie's Heart of Gold Corp.  
14740 Waterchase Blvd  
Tampa, FL 33626

The mailing address of the corporation is:

Winnie's Heart of Gold Corp.  
14740 Waterchase Blvd  
Tampa, FL 33626

## **ARTICLE IX**

### **APPOINTMENT OF REGISTERED AGENT**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Joanna M. Allison  
14740 Waterchase Blvd  
Tampa, FL 33626



**CERTIFICATE OF ADOPTION OF AMENDED  
AND RESTATED ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation of Winnie's Heart of Gold Corp. were approved by the board of directors on August 5, 2021 and constitute a complete copy of Amended and Restated Articles of Incorporation of Winnies Heart of Gold Corp.

Joanna Allison  
Joanna M. Allison

Bonita Kornblith  
Bonita Kornblith

Thomas Allison  
Thomas W. Allison

Christina Fox  
Christina Fox

Taylor Allison  
Taylor M. Allison

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Joanna M. Allison, agree to be the registered agent for Winnies Heart of Gold Corp. as appointed herein.

Joanna Allison  
Joanna M. Allison, Registered Agent

Date: 8/9/2021