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Division of Corporations

Florida Department of State

Division of Corporations

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To:

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PLAY IT FORWARD SOUTH FLORIDA CORP.**

Certificate of Status	0
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January 10, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PLAY IT FORWARD SOUTH FLORIDA CORP.

340 SE 3RD ST

APT 3607

MIAMI, FL 33131US

SUBJECT: PLAY IT FORWARD SOUTH FLORIDA CORP.

REF: N21000010661

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Valerie Herring
Regulatory Specialist III

FAX Aud. #: H22000009725
Letter Number: 822A00000637

**CERTIFICATE REGARDING THE AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

**OF
PLAY IT FORWARD SOUTH FLORIDA CORP.
(a Florida Not for Profit Corporation)**

In Compliance with Chapter 617, (Not for Profit), of the Florida Business Corporation Act,
Statutes, ("F.S.")

Play It Forward South Florida Corp. (the "Corporation"), a Not for Profit Corporation organized and existing under the laws of the State of Florida, does hereby certify as follows pursuant to 617.1007, F.S.:

(1) The original Articles of Incorporation of the Corporation was filed with the Florida Department of State, Division of Corporations on September 8, 2021 (the "Articles of Incorporation").

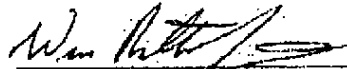
(2) The Amended and Restated Articles of Incorporation (as amended or modified from time to time, this "Amended and Restated Articles of Incorporation") were duly adopted by the Board of Directors of the Corporation in accordance with 617.1001, F.S., 617.1002, F.S. and the Bylaws of the Corporation.

(5) The Amended and Restated Certificate of Incorporation supersede the Articles of Incorporation and all amendments thereto, and hereby restate and integrate and amend the Articles of Incorporation in their entirety.

(6) The text of the Articles of Incorporation hereby is amended and restated in entirety as follows.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 6th day of January, 2022.

Play It Forward South Florida Corp



Name: Winthrop Pearce Rutherford

Title: Secretary, Director

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PLAY IT FORWARD SOUTH FLORIDA CORP.
(a Florida Not for Profit Corporation)**

In Compliance with Chapter 617, (Not for Profit), of the Florida Business Corporation Act, Statutes, ("F.S."), the Articles of Association of Play It Forward South Florida Corp. (the "Corporation"), were originally filed with the Florida Department of State, Division of Corporations on September 8, 2021, and, pursuant to 617.1007, F.S., 617.1001, F.S., 617.1002, and 617.1007, F.S. and the Bylaws of the Corporation, were amended and restated in their entirety by these Amended and Restated Articles of Incorporation (as amended or modified from time to time, this "Amended and Restated Articles of Incorporation"), which were duly adopted by the Board of Directors of the Corporation (the "Board of Directors").

ARTICLE I NAME

The name of the corporation shall be: Play It Forward South Florida Corp. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 333 S.E. 2nd Avenue, Suite 4400 Miami, FL 33131, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, religious, 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. The Corporation is organized to operate as a "public charity" as described in the Internal Revenue Code. The principal purpose for which the Corporation is organized is to obtain new or gently used toys, and lend these toys to members of one or more toy libraries for a limited rental period, and to carry on all legally permissible activities in connection with the operation of such toy libraries, including, without limitation, the promotion of educational or recreational events for the benefit of the families of members of the toy libraries. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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

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JAN 10 2022

section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation 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 charitable purposes.

ARTICLE IV MANNER OF ELECTION

The Corporation shall have three (3) directors initially. The number of directors may be changed from time to time as provided in the Bylaws; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of shortening the terms of an incumbent director. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Rutherford, Winthrop P.	340 SE 3 rd Street Apt 3607 Miami, FL 33131
Peskin, Abigail C.	888 Biscayne Blvd. Apt. 4206 Miami, FL 33132
Farias, Alina	2410 NE 42 Ave. Homestead, FL 33033

ARTICLE V CAPITAL STOCK

The Corporation shall have no capital stock and shall initially have no members as further described in the By-Laws of the Corporation.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or as an officer of the Corporation as set forth in the By-Laws of the Corporation.

ARTICLE VII DISSOLUTION

Upon termination or dissolution of the Corporation, 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 Corporation hereunder shall be selected by the discretion of a vote of the majority of the Board of Directors and if the Board of Directors 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 Corporation by one (1) or more of the members of the Board of Directors 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 the Florida to be added to the general fund.

ARTICLE VIII PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation is one which does not permit pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 of the Corporation. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any 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 Code, or the corresponding section of any future federal tax code, or (b) 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 IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: Winthrop Pearce Rutherford, 333 S.E. 2nd Avenue, Suite 4400 Miami, FL 33131.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 6th day of January, 2022

Play It Forward South Florida Corp.

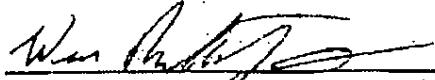


Name: Winthrop Pearce Rutherford
Title: Secretary, Director

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ACCEPTANCE OF REGISTERED AGENT

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.

Date: January 6, 2022

Name: Winthrop Pearce Rutherford
Title: Registered Agent

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