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SECRETARY OF STATE  
JUNE 23 2023  
2023 JUN 23 PM 3:29

**COVER LETTER**

**TO:** Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Barre Fitness Alliance Inc.

Enclosed is an original and one (1) copy of the restated articles of incorporation and a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

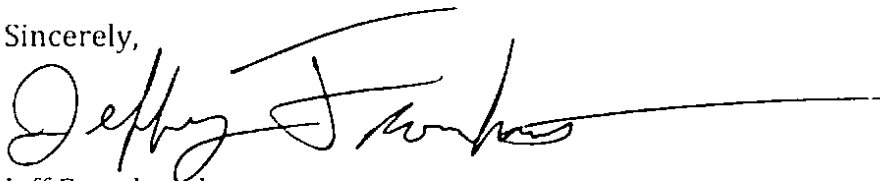
Please return all correspondence concerning this matter to the following:

Jeffrey Fromknecht, Esquire  
Side Project Inc.  
2635 Old Okeechobee Road  
West Palm Beach, FL 33409  
Jeff@sideprojectinc.org

For further information concerning this matter, please call:

Jeffrey Fromknecht, Esquire at 561-755-7433

Sincerely,



Jeff Fromknecht

# **AMENDMENT ARTICLES OF INCORPORATION**

**In compliance with Chapter 617, F.S. (Not for Profit)**

**of**

## **BARRE FITNESS ALLIANCE INC.**

Pursuant to section 617, F.S. (Not for Profit), this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation.

### **ARTICLE I: NAME**

The name of the corporation shall be: BARRE FITNESS ALLIANCE, INC. (the "Corporation")

### **ARTICLE II: PRINCIPAL OFFICE**

Principal street address:

Mailing address

2508 SE Anchorage Cove A-3  
Port St. Lucie, FL 34952

Same

### **ARTICLE III: PURPOSE**

BARRE FITNESS ALLIANCE, INC. is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 2018 (or the corresponding provisions of any future United States internal revenue law), and the purposes and objectives of this Corporation shall be to bring barre professionals together, without bias to one particular barre training, upholding the history of Lotte Berk & barre and ensuring the quality of today's instructors are the heart of its mission.

### **ARTICLE IV: Duration**

This corporation shall have a perpetual existence

### **ARTICLE V: MANNER OF ELECTION**

Directors of the corporation shall be elected as described in the by-laws.

### **ARTICLE VI: MEMBERS**

The corporation shall have members.

### **ARTICLE VII: BOARD OF DIRECTORS**

The affairs and business of the Corporation shall be managed and conducted by the Board of

**In compliance with Chapter 617, F.S. (Not for Profit)**  
**of**  
**BARRE FITNESS ALLIANCE INC.**

Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the by-laws of the Corporation.

**ARTICLE VIII: REGISTERED AGENT**

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

Lara Foldvari  
2508 SE Anchorage Cove A-3  
Port St Lucie, FL 34952

**ARTICLE IX: INCORPORATOR**

The name and Florida street address of the Incorporator is:

Lara Foldvari  
2508 SE Anchorage Cove A-3  
Port St Lucie, FL 34952

**ARTICLE X: LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be contributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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, or campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 2018 (or the corresponding provision of any future United States internal revenue law).

**ARTICLE XI: INDEMNIFICATION OF DIRECTORS**

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the

**In compliance with Chapter 617, F.S. (Not for Profit)**  
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Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

**ARTICLE XII: DISSOLUTION OF ASSETS**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or section 501(c)(6) 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 country 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.

**ARTICLE XIII: ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE XIV: AMENDMENTS**

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a two-thirds majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

**In compliance with Chapter 617, F.S. (Not for Profit)**  
**of**  
**BARRE FITNESS ALLIANCE INC.**

**ARTICLE XV: REQUIRED ADOPTION INFORMATION**

These restated articles of incorporation were adopted by the board of directors.

*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*

DocuSigned by  
*Lara Goldsari*  
C0F5DC3979860C

3/29/2023

Required Signature of Registered Agent

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand that the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain active status.*

DocuSigned by  
*Lara Goldsari*  
C0F5DC3979860C

3/29/2023

Signature of Incorporator

Date