

N220000004696

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2023 MAR 20 PM 4:57
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STATE OF TEXAS

g 3/29/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INNER WARRIOR FOUNDATION INC

DOCUMENT NUMBER: N22000004696

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

Please return all correspondence concerning this matter to the following:

Brian Adams

(Name of Contact Person)

INNER WARRIOR FOUNDATION INC

(Firm/ Company)

1065 WEEPING WILLOW WAY

(Address)

HOLLYWOOD, FL 33019

(City/ State and Zip Code)

metatransformationllc@outlook.com

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

For further information concerning this matter, please call:

Brian Adams

503-732-5281

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:

- | | | | |
|---|--|---|--|
| <input checked="" 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 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

INNER WARRIOR FOUNDATION INC
BRIAN ADAMS
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

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

February 20, 2023

Re: Letter #323A00001743 – Amended & Restated Articles of Incorporation

To Whom It May Concern:

I am writing on behalf of INNER WARRIOR FOUNDATION INC in response to your Letter #323A00001743. We have made the necessary changes to our document and obtained the requisite board approvals. Specifically:

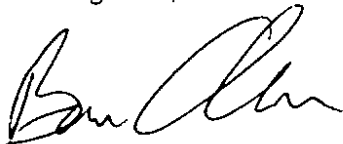
- Added Section 5.03 stating method of election is as stated in the bylaws.
- Edited Section 6.01 to specify that there are no members entitled to vote.

Enclosed please find the following documents:

- Final Submission - Amended & Restated Articles of Incorporation (to file)
- Letter #323A00001743
- Original Submission - Amended & Restated Articles (for reference)
- Original Cover Letter

Should you have any questions, please contact me at 503-732-5281. Thank you for your time and assistance.

Best regards,

A handwritten signature in black ink, appearing to read "Brian Adams", with a stylized flourish at the end.

BRIAN ADAMS
President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2023

BRIAN ADAMS
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

SUBJECT: INNER WARRIOR FOUNDATION INC
Ref. Number: N22000004696

We have received your document for INNER WARRIOR FOUNDATION INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

→ The document is illegible and not acceptable for imaging.

5.01 ✓ Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

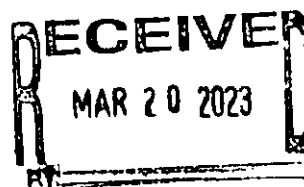
6.01 ✓ The document must state that there are no members or members entitled to vote.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 323A00001743



INNER WARRIOR FOUNDATION INC

A Florida Not For Profit Corporation
N22000004696

AMENDED AND RESTATED ARTICLES OF INCORPORATION

2023 MAR 20 PM 4:57
FILE

ARTICLE I NAME

1.01 Name

The name of this corporation shall be INNER WARRIOR FOUNDATION INC.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

INNER WARRIOR FOUNDATION INC 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. Among the purpose and objectives to which this Corporation is organized is to educate people about ways to improve their lives through activities that foster positive mindsets and feelings of self-worth.

3.02 Non-Profit

INNER WARRIOR FOUNDATION INC is designated as a non-profit and is a Florida Not For Profit Corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

INNER WARRIOR FOUNDATION INC 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 INNER WARRIOR FOUNDATION INC 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.

INNER WARRIOR FOUNDATION INC 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 INNER WARRIOR FOUNDATION INC 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 INNER WARRIOR FOUNDATION INC, 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 INNER WARRIOR FOUNDATION INC hereunder shall be selected by the discretion of a majority of the managing body of the INNER WARRIOR FOUNDATION INC 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 INNER WARRIOR FOUNDATION INC 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

INNER WARRIOR FOUNDATION INC shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

PRESIDENT:

BRIAN ADAMS
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

VICE PRESIDENT:

LISA DWOSKIN
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

SECRETARY:

ERICK GUERRA
10769 OAK LAKE WAY
BOCA RATON, FL 33498

TREASURER:

PATRICIA WIRES
2111 SW 68TH AVENUE
MIRAMAR, FL 33023

5.03 Method of Election

The method of election of directors is as stated in the bylaws.

ARTICLE VI **MEMBERSHIP**

6.01 Membership

INNER WARRIOR FOUNDATION INC shall have no members or members entitled to vote. 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 the 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:

INNER WARRIOR FOUNDATION INC
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

The mailing address of the corporation is:

INNER WARRIOR FOUNDATION INC
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

ARTICLE IX **APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

BRIAN ADAMS
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

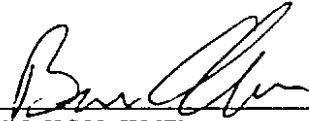
ARTICLE X **INCORPORATOR**

The incorporator of the corporation is:

BRIAN ADAMS
1065 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of INNER WARRIOR FOUNDATION INC were approved by the board of directors on 2/28/2023 and constitute a complete copy of Articles of Incorporation of the INNER WARRIOR FOUNDATION INC.



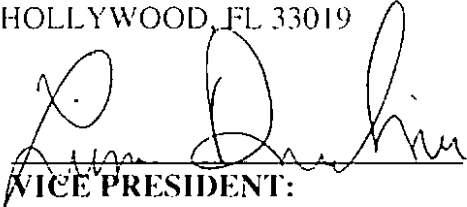
[PRESIDENT SIGNATURE]

PRESIDENT:

BRIAN ADAMS

1065 WEEPING WILLOW WAY

HOLLYWOOD, FL 33019



[VICE PRESIDENT SIGNATURE]

VICE PRESIDENT:

LISA DWOSKIN

1065 WEEPING WILLOW WAY

HOLLYWOOD, FL 33019



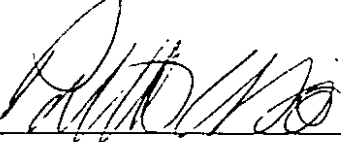
[SECRETARY SIGNATURE]

SECRETARY:

ERICK GUERRA

10769 OAK LAKE WAY

BOCA RATON, FL 33498



[TREASURER SIGNATURE]

TREASURER:

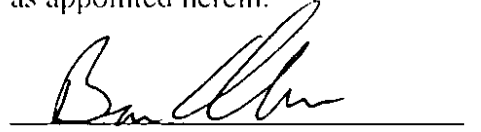
PATRICIA WIRES

2111 SW 68TH AVENUE

MIRAMAR, FL 33023

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

I, BRIAN ADAMS, agree to be the registered agent for INNER WARRIOR FOUNDATION INC
as appointed herein.

A handwritten signature in black ink, appearing to read 'Brian Adams', is written over a horizontal line.

BRIAN ADAMS, Registered Agent

Date: 2/28/2023