

N 2200005048

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RILEY'S DANCE, INC,

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g 11/28/2022



November 21, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RILEY'S DANCE, INC,
C/O ALI NATHAN, 7 WESTMOUNT DR.
LIVINGSTON, NJ 07039US

SUBJECT: RILEY'S DANCE, INC,
REF: N22000005048

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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) 245-6823.

Annette Ramsey
OPS

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RESTATED ARTICLES OF INCORPORATION

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

SECRETARY OF STATE
TALLAHASSEE, FL**ARTICLE I**

The name of the corporation is:
RILEY'S DANCE, INC

ARTICLE II

The principal place of business address:
3 GROVE ISLE
APT 709
COCONUT GROVE, FL. US 33133

The mailing address of the corporation is:
C/O ALI NATHAN, 7 WESTMOUNT DR.
LIVINGSTON, NJ. US 07039

ARTICLE III

The specific purpose for which this corporation is organized is:
TO HELP DEVELOP PROGRAMS (TOGETHER WITH PARTNER ORGANIZATIONS)
AND PROVIDE FINANCIAL ASSISTANCE IN ALL AREAS OF CARE RELATING TO
PEDIATRIC PATIENTS.

ARTICLE IV

The manner in which directors are elected or appointed is:
AS PROVIDED FOR IN THE BYLAWS.

ARTICLE V

The name and Florida street address of the registered agent is:
ROBERT DENHOLZ
3 GROVE ISLE
APT 709
COCONUT GROVE, FL 33133

ARTICLE VI

The name and address of the incorporator is:
ALI NATHAN
7 WESTMOUNT DR.
LIVINGSTON, NJ 07039

ARTICLE VII

The initial officer(s) and/or director(s) of the corporation is/are:
Title: D. P
ALI NATHAN
7 WESTMOUNT DR.
LIVINGSTON, NJ 07039 US

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Title: D, S
ROBERT DENHOLZ3 GROVE ISLE,
APT 709
COCONUT GROVE, FL 33133 US

Title: D
DAVID NATHAN
7 WESTMOUNT DR.
LIVINGSTON, NJ 07039 US

ARTICLE VIII

No director or officer shall be personally liable to the Corporation for breach of any duty owed to the Corporation. This provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit.

ARTICLE IX

Upon dissolution of the Corporation, after payment of all debts, all of the Corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws, or shall be distributed to the Federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE XI

If in any taxable year of the Corporation, the Corporation is characterized for federal income tax purposes as a "private foundation" under Section 509(a) of the Code, the Corporation shall: (1) 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, or the corresponding provisions of any future United States Internal Revenue Law; (2) refrain from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future United States Internal Revenue Law; (3) refrain from retaining any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future United States Internal Revenue Law; (4) refrain from making any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any future United States Internal

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Revenue Law; and (5) refrain from making any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future United States Internal Revenue Law.

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There are no members or members entitled to vote on the amendment. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Dated: 11/17/2022

Signature: DocuSigned by:
Ali Nathan _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Ali Nathan

(Typed or printed name of person signing)

President

(Title of person signing)