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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PHL FOUNDATION, INC.
DOCUMENT NUMBER: N22000007315

Pursuant to the provisions of Chapter 617 and Section 617.1006, Florida Statutes, this Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

A. The present name of the Florida not for profit corporation for which these Articles of Amendment are filed is **PHL FOUNDATION, INC.**

B. The Articles of Incorporation of the Company were filed on June 28, 2022 and assigned Florida document number N22000007315.

C. These Articles of Amendment are submitted to amend the Articles of Incorporation to delete Article III in its entirety and replace with the following new Article III.

III

Purposes. The Corporation is organized and shall be operated on a not-for-profit basis exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any corresponding provision of any future United States Internal Revenue Law, and the regulations thereunder, and consistently with its Articles of Incorporation. Specifically, the Corporation is organized for the purposes of

- a. Lovingly proclaiming the gospel of Jesus Christ to the economically, emotionally, and spiritually impoverished;
- b. Responding to basic physical and emotional needs of the people served by the Corporation;
- c. Promoting Christian growth through a productive, changed life;
- d. Raising the resources of volunteer help, prayer, support, economic and otherwise, and long term follow up through churches and community;
- e. Attracting support for and receiving grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;
- f. Promoting, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;
- g. Buying, owning, selling, exchanging, conveying, assigning, mortgaging, or leasing any interest in real estate and personal property and to construct, maintain and

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operate improvements thereon necessary or incident to the not-for-profit purpose and mission of the Corporation;

h. Contracting with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

i. Operating exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the IRC in the course of which operation:

j. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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;

k. 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 except as authorized under the Code; and

l. Unless otherwise stated herein, avoiding the performance of any other activities which are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC:

m. Making distribution to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended; and

n. Engaging in all other lawful activities which do not conflict with the provisions of Section 501(c)(3) of the Code in order to support the purposes of the Corporation as stated herein.

D. These Articles of Amendment are submitted to amend the Articles of Incorporation to add the following new Article VII, VIII and IX:

VII

Upon dissolution of this Corporation, all of its assets remaining after payment of all debts and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any officer, trustee or director of the Corporation.

ARTICLE VIII

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.

IX

These Amended and Restated Articles of Incorporation may be amended in the manner

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provided by law. Each amendment shall be approved by the Board of Directors, proposed by them and approved at a meeting of the directors by a majority vote of the directors then in office.

E. There are no other amendments to the Articles of Incorporation, except as stated above.

F. There are no members of the corporation entitled to vote on the amendment. The amendment was adopted and approved by the Board of Directors of the corporation on April 23, 2024, and the number of votes cast for the amendment by the Directors was sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be signed in its name by its President this 23rd day of April, 2024.



Jose Manuel Lopez, President and CEO

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