

N 22000012314

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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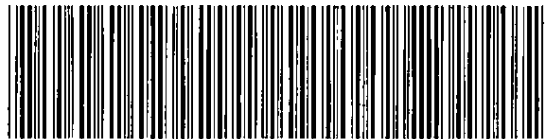
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EMPOWERMENT FARM, INC.

DOCUMENT NUMBER: N22000012314

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

Please return all correspondence concerning this matter to the following:

ERIC OLSON, ESQ.

(Name of Contact Person)

CARDINAL LAW, P.A.

(Firm/ Company)

9045 STRADA STELL CT, SUITE 305

(Address)

NAPLES, FL 34109

(City/ State and Zip Code)

ERIC@CARDINAL-LAW.COM

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

For further information concerning this matter, please call:

ERIC OLSON

239

610-0845

(Name of Contact Person)

at

(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

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JUN 22 AM 7:42

Articles of Amendment
to
Articles of Incorporation
of

EMPOWERMENT FARM, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N22000012314

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

2600 GARLAND ROAD

NAPLES, FL 34117

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

2600 GARLAND ROAD

NAPLES, FL 34117

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

CARDINAL LAW, P.A.

9045 STRADA STELL CT, SUITE 305

(Florida street address)

New Registered Office Address:

NAPLES

(City)

Florida 34109

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

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ALL
STATE

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
-------------------------------	-------	------	---------

1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

SECRETARY OF STATE
JUL 22 2023

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION

4-1-2023

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SECRET
TALL
STATE
FL

The date of each amendment(s) adoption: FEBRUARY 13, 2023, if other than the date this document was signed.

Effective date if applicable: FEBRUARY 13, 2023
(no more than 90 days after amendment file date)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated JUNE 9, 2023

Signature 
Tiffany M. Lehman (Jun 9, 2023 13:39 EDT)

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

TIFFANY M. LEHMAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

2023 JUN 22 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FL

Amended and Restated Articles of Incorporation
of
EMPOWERMENT FARM, INC.
A Not-For-Profit Corporation

EMPOWERMENT FARM, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the not-for-profit corporation is EMPOWERMENT FARM, INC. (the "Corporation"). The original Articles of Incorporation of the Corporation were filed with the Florida Department of State and became effective on October 28, 2022.
2. These Amended and Restated Articles of Incorporation restate and integrate and further amend the Articles of Incorporation of the Corporation to read in its entirety as follows:

Article One
Name

The name of the Corporation is EMPOWERMENT FARM, INC.

Article Two
Registered Agent and Office

The name of the registered agent and registered office in the State of Florida are:

Cardinal Law, P.A.
5672 Strand Court, Suite 2
Naples, Florida 34110

Article Three
Principal Office Address

The place in this state where the principal office of the Corporation is to be located is:

2338 Immokalee Rd., #435, Naples, Florida 34110

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SECRETARY OF STATE
TALLAHASSEE, FL

Article Four Duration

The Corporation's duration is perpetual unless dissolved pursuant to law.

Article Five Purposes

The Corporation is organized and will be operated exclusively for general charitable and educational purposes as set forth in Internal Revenue Code Section 501(c)(3) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3).

The corporation is not formed for pecuniary profit or financial gain. The corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under Chapter 617 of the Florida Statutes, the "Florida Not For Profit Corporation Act". The purpose of the Corporation is to: empower children and adults with animals, plants, and each other through farm-based activities.

Prepared by:

Eric Olson, Esq., Cardinal Law, P.A., 5672 Strand Court, Suite 2, Naples, FL 34110

Florida Bar No. 99079; (239) 610-0845

Article Six Dissolution

When the Corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3).

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

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SECRETARY OF STATE
TALLAHASSEE, FL

Article Seven Restrictions

No part of the net earnings or assets of the Corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. But the Corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Amended and Restated Articles of Incorporation.

No part of the activities of the Corporation may include propagandizing or influencing legislation as defined in Internal Revenue Code Section 4945. The Corporation may not participate in, or intervene in (including the publishing or distributions of statements), any political campaign on behalf of any candidate for public office.

The Corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

- as a corporation exempt from federal tax under Internal Revenue Code Section 501(c)(3);

- as a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2); or

- as a nonprofit corporation organized under the laws of State of Florida.

The Corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the Corporation must not:

- engage in any act of self-dealing as defined under Internal Revenue Code Section 4941(d);

- retain any excess business holdings as defined under Internal Revenue Code Section 4943(c);

- make any investments in a manner that would subject it to tax under Internal Revenue Code Section 4944; or

- make any taxable expenditures as defined under Internal Revenue Code Section 4945(d).

Article Eight Board of Directors

The Corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, state law, and the Amended and Restated Articles of Incorporation and By-Laws of the Corporation as in effect from time to time.

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The number of directors to constitute the first Board of Directors is six. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Tiffany M. Lehman
10701 Regent Circle
Naples, Florida 34109

Ashleigh Dickinson
1021 19th St. SW
naples, Florida 34117

Kyle Christianson
10641 Sir Michaels Place Dr.
Bonita Springs, Florida 34135

Eric S. Olson
5672 Strand Court, Suite 2
Naples, Florida 34110

Nina Gray
7547 San Miguel Way
Naples, Florida 34109

Brigid Soldavini
5455 Jaeger Rd.
Naples, Florida 34109

Article Nine By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors may adopt, amend, and repeal from time to time, the By-Laws of the Corporation.

Article Ten Amendments

The Corporation may amend the Amended and Restated Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Internal Revenue Code Section 501(c)(3).

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SECRETARY OF STATE
TALLAHASSEE, FL

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future federal revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or later amended.

Indemnification. The Corporation shall indemnify any member, officer, director or employee, or any former member, officer, director, or former employee, to the fullest extent permitted by law.

Title to Property. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided by the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

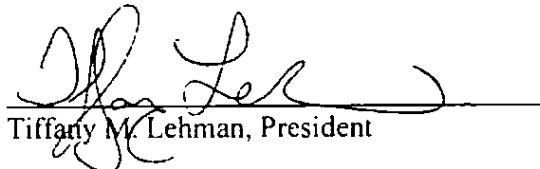
Real Property. In addition to all other powers which the Corporation may possess under the laws of the State of Florida, the Corporation shall have the right and power to acquire real property in its name and it shall have the right and power to mortgage or otherwise finance and dispose of any real property acquired in the name of the Corporation.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by a majority of the Board of Directors of the Corporation during a special Board Meeting held on the 3rd day of February 2023, in accordance with s. 617.1002, Fla. Stat., and the Florida Not For Profit Corporation Act; accordingly, the votes cast by the Board of Directors were sufficient for approval.

The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation.

2023 JUN 22 AM 7:42
CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation is signed on this 13 day of February, 2023.

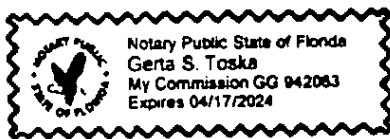

Tiffany M. Lehman, President

STATE OF FLORIDA
COUNTY OF COLLIER

)
) ss.
)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this day, FEB, 13th, 2023, by Tiffany M. Lehman, as Incorporator, who is personally known to me or who has produced FLDL, as identification.

[Seal]



Gerta S. Toska
My commission expires: 04/17/2024

2023 JUN 22 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FL

CERTIFICATE OF SECRETARY

EMPOWERMENT FARM, INC.

THE UNDERSIGNED, being the duly elected Secretary of EMPOWERMENT FARM, INC., a Florida Not-For-Profit Corporation, hereby certifies the following:

1. I am the duly qualified, elected, and acting Secretary of EMPOWERMENT FARM, INC. (the "Corporation"), a nonprofit corporation organized and existing under the laws of the State of Florida. As Secretary, I have custody of and am familiar with Company's corporate records.
2. In accordance with the Florida Not For Profit Corporation Act, the attached **Exhibit A** is a true, correct, and complete copy of the Corporation's Amended and Restated Articles of Incorporation that were submitted to the Directors of the Corporation for approval;
3. Pursuant to action taken by a majority (50% plus one) vote by the Directors at a special meeting of the Corporation held on February 3, 2023, at which a quorum of the Directors were present, the Amended and Restated Articles of Incorporation were adopted, ratified, and approved;
4. The number of votes cast by the Directors of the Corporation to adopt the Amended and Restated Articles of Incorporation was sufficient for approval.

NOW THEREFORE, the undersigned has executed this certificate as of this 5th day of February 2023.

EMPOWERMENT FARM, INC.



By: Tiffany M. Lehman

Its: Secretary

2023 JUN 22 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FL

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
EMPOWERMENT FARM, INC.**

1. The name of the corporation is EMPOWERMENT FARM, INC.
2. The name and address of the registered agent and office is:

CARDINAL LAW, P.A.
9045 Strada Stell Ct, Suite 305
Naples, FL 34109

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent:

CARDINAL LAW, P.A.



By: Eric Olson, Esq.

Its: President

2022 JUN 22 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FL