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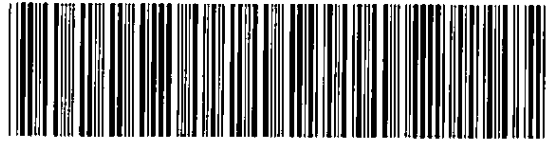
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TALLAHASSEE, FL

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Frozen Smiles, Inc.

DOCUMENT NUMBER: N22000014231

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

Please return all correspondence concerning this matter to the following:

Dr Kitty Bickford

(Name of Contact Person)

Harbor Compliance

(Firm/ Company)

1830 Colonial Village Lane

(Address)

Lancaster, PA 17601

(City/ State and Zip Code)

kbickford@harborcompliance.com

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

For further information concerning this matter, please call:

Dr Kitty Bickford

573 201-4832

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:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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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# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

## FROZEN SMILES, INC.

Pursuant to Sections 617.1002 and 617.007 of the Florida Not-For-Profit Corporation Act (the "Act"), Frozen Smiles, Inc., a Florida not-for-profit corporation originally incorporated on December 16, 2022, does hereby certify that:

A. These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on June 19, 2024:

B. No Members were entitled to vote on such Amended and Restated Articles of Incorporation.

### ARTICLE I

#### NAME

##### 1.01 Name

The legal name of this corporation shall be **Frozen Smiles, Inc.**

### ARTICLE II

#### DURATION

##### 2.01 Duration

The period of duration of the corporation shall be perpetual.

### ARTICLE III

#### PURPOSE

##### 3.01 Purpose

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FROZEN SMILES, INC.

Frozen Smiles, Inc. is a non-profit corporation organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

Frozen Smiles, Inc.'s mission is to stop the spread of pancreatic cancer through the application of research. We believe in funding research to advance clinical trials, provide more care for people in need, and fund breakthroughs in treatment and finding a cure. We will create awareness of and raise funds for pancreatic cancer research and assist individuals who are battling pancreatic cancer and their families.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

#### **ARTICLE IV**

#### **NON-PROFIT NATURE / BENEFITS**

##### **4.01 Non-profit Nature**

Frozen Smiles, 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 charitable, religious, educational or scientific 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 Frozen Smiles, 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 the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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 county 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.

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#### 4.03 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.

#### 4.04 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.

#### 4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) 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 (b) 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

Frozen Smiles, Inc. shall be governed by its board of directors.

##### 5.02 Current Directors

The current directors of the corporation shall be:

President/Director: James L. Day

Vice President/Director: Katie Shenko

Secretary/Director: James Proctor

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### 5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Frozen Smiles, Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

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## ARTICLE VI

### MEMBERSHIP

#### 6.01 Membership

Frozen Smiles, Inc. shall have no members. 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 physical address of the corporation is: 4430 Tranquility Dr, Highland Beach FL 33487

The mailing address of the corporation is: 4430 Tranquility Dr, Highland Beach FL 33487

## ARTICLE IX

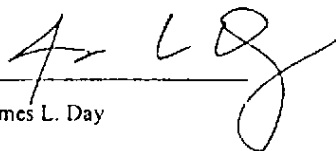
### APPOINTMENT OF REGISTERED AGENT

#### 9.01 Registered Agent

The registered agent of the corporation shall be:

Registered Agents Inc.  
7901 4th St N  
Ste 300  
St. Petersburg, FL 33702

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these  
Amended and Restated Articles of Incorporation on this 20<sup>th</sup> day of June 2024.

  
James L. Day

President

I certify that I am familiar with and accept the responsibilities of registered agent.



Bill Havre, Secretary  
Registered Agents, Inc.

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