

N 23000000 8346

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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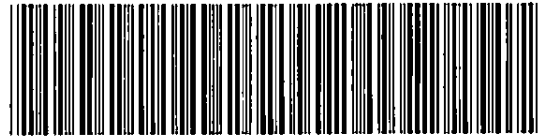
(Business Entity Name)

(Document Number)

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2024 MAR 21 AM 9:22

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2024 MAR 21 PM 4:15

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088
If there are any issues
please contact Patrice at
850-202-9071

Date: 04/05/2024

Name: Patrice Rush

Reference #: 2304191

Entity Name: RIVIERA BEACH CHAMPIONS ACADEMY INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion


☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 3, 2024

COGENCYGLOBAL

SUBJECT: RIVIERA BEACH CHAMPIONS ACADEMY INC.
Ref. Number: N23000008346

Please
keep
original
file date
of
3/21/2024

We have received your document for RIVIERA BEACH CHAMPIONS ACADEMY INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Noted in previous rejection the name of Corporation does not have a Comma in the name.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

Neysa Culligan
Regulatory Specialist III

Letter Number: 324A00006248

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2024 APR -5 PM 1:00
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF
RIVIERA BEACH CHAMPIONS ACADEMY INC.
(a Florida Not For Profit Corporation)**

2024 MAR 21 AM 9:23
TALLAHASSEE, FLORIDA

(Pursuant to FS 617 of the Florida Business Corporation Act (the "FBCA"))

The undersigned, Steven A. Colson, President, and Magdiel Solis, Secretary and Treasurer, of RIVIERA BEACH CHAMPIONS ACADEMY INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on July 12, 2023, DO HEREBY CERTIFY:

1. The name of the Corporation is RIVIERA BEACH CHAMPIONS ACADEMY INC.

2. The Articles of Incorporation of the Corporation (the "Articles of Incorporation") are hereby amended in their entirety (as set forth herein, the "Amendments") by deleting all existing provisions and by substituting therefor the following amended and restated provisions:

**ARTICLE I
NAME**

The name of the Corporation shall be Riviera Beach Champions Academy Inc.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal address of the Corporation shall be 159 Rosalia Court, Jupiter, FL 33478.

**ARTICLE III
PURPOSE**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

ARTICLE IV
NUMBER AND MANNER OF ELECTION OF DIRECTORS

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE V
MEMBERS

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

ARTICLE VI
LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

D. If the Corporation is a private foundation, it shall distribute its income for each tax 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 corresponding section of any future federal tax code.

E. If the Corporation is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

ARTICLE VII

INDEMNIFICATION AND LIMITATIONS ON LIABILITY

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act. If any of the provisions of the Act are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers or members, the liability of directors, officers, and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Any repeal or modification of this Article VII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VII and any other provision of these Articles, the terms and provisions of this Article VII shall control.

ARTICLE VIII

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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.

**ARTICLE IX
AMENDMENTS**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

**ARTICLE X
INITIAL REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is Steven Colson and the name of its registered agent at such office is 159 Rosalia Court, Jupiter, FL 33478.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of the Corporation this 20th day of March, 2024.

DocuSigned by:
Steven A. Colson
480F3343969846C...

**Steven A. Colson
President**

DocuSigned by:
Magdiel Solis
1B85D7B7AA74492...

Magdiel Solis, Secretary and Treasurer

FILED
TALLAHASSEE, FLORIDA

2024 MAR 21 AM 9:23