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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wildcat Runners Club Inc

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Sarah Theiler
(Name of Contact Person)

(Firm/ Company)

1303 Tralee Bay Ave
(Address)

Melbourne, FL 32940
(City/ State and Zip Code)

ssclymer3@gmail.com
(Email address: to be used for future annual report notification)

For further information concerning this matter, please call:

Sarah Theiler at 319-491-1377
(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:

- | | | | |
|--|--|---|---|
| <input 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 checked="" 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

Restated
Articles of Incorporation
Of
Wildcat Runners Club Inc

These Amended and Restated Articles of Incorporation were approved by the Wildcat Runners Club Inc Board on 7/25/2024

Article I Name

The name of the corporation shall be: Wildcat Runners Club Inc

Article II Principal Place of Business

1303 Tralee Bay Ave
Melbourne, FL 32940

Mailing address

1303 Tralee Bay Ave
Melbourne, FL 32940

Article III Purpose

The purpose of the Wildcat Runners Club Inc is to provide support and encouragement for the athletic, academic and personal achievements of the members of the West Shore Jr/ Sr High School Cross Country and Track and Field teams, by volunteering time and fundraising for the success of the team.

Said corporation is 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.

Article IV Manner in which directors are elected or appointed is

As provided for in the By Laws

Article V Registered Agent

The name of the registered agent and the Florida street address of the registered agent is:

Sarah Theiler
1303 Tralee Bay Ave
Melbourne, FL 32940

The Wildcat Runners Club Inc may change its registered agent or the location of the registered office or both from time to time without amendment of these Articles of Incorporation.

Article VI Incorporator

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The name and address of the Incorporator is as follows:

Sarah Theiler
1303 Tralee Bay Ave
Melbourne, FL 32940

Electronic signature of Incorporator: Sarah Theiler

I am the Incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirements to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII Initial officer(s) and/or director(s) of the corporation

Title: President
Name: Sarah Theiler
Address: 1303 Tralee Bay Ave
Melbourne, FL 32940

Title: Vice-President
Name: Bethany Falls
Address: 3135 Blazing Star Drive
Melbourne, FL 32940

Title: Treasurer
Name: Norin Dias
Address: 3936 Hield Rd NW
Palm Bay, FL 32907

Article VII Not-For-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Bylaws. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

Article IX Distribution Upon 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for 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.

Article X Amendment of Articles

These Articles of Incorporation may be amended any time by a resolution adopted by a vote of two-thirds of the board of directors present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with in the Bylaws.

Article XI Bylaws

Bylaws of this corporation may be made, altered, rescinded and added to, or new Bylaws may be adopted by a majority vote of the Board of Directors.

Article XII Indemnification and Civil Liability Immunity

The corporation shall indemnify the Incorporator along with each director and officer include in former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes 617 and other similar laws.

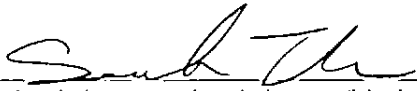
Article XIII Effective Date of Corporation

08/01/2024

☒ 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 7/25/24

Signature 
(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)

Sarah Thaler
(Typed or printed name of person signing)

(Title of person signing)