

9/24/24, 10:45 AM

Division of Corporations

N24 000210841

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
WILSON'S FIT FUTURES, INC.

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SEP 25 2024

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WILSON'S FIT FUTURES, INC.

DOCUMENT NUMBER: N24000010841

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, STE 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) |
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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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Articles of Amendment
to
Articles of Incorporation
of

WILSON'S FIT FUTURES, INC.

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

N24000010841

(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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change ___ Add ___ Remove	<u>PSD</u>	<u>DOYLE FORRESTAL</u>	<u>20621 COUNTRY WALK WAY</u> <u>ESTERO, FL 33928</u>
2) <input checked="" type="checkbox"/> Change ___ Add ___ Remove	<u>VTD</u>	<u>DONALD KELLER, III</u>	<u>27936 LANCE DR</u> <u>BONITA SPRINGS, FL 34135</u>
3) ___ Change ___ Add ___ Remove	_____	_____	_____
4) ___ Change ___ Add ___ Remove	_____	_____	_____
5) ___ Change ___ Add ___ Remove	_____	_____	_____
6) ___ Change ___ Add ___ Remove	_____	_____	_____

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

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The date of each amendment(s) adoption: SEPTEMBER 23, 2024 if other than the date this document was signed.

Effective date if applicable: SEPTEMBER 23, 2024
(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.

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- ☒ 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 SEPTEMBER 24, 2024

Signature Doyle Forrestal
(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)

DOYLE FORRESTAL
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

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Amended and Restated Articles of Incorporation of WILSON'S FIT FUTURES, INC. A Not-For-Profit Corporation

WILSON'S FIT FUTURES, 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 WILSON'S FIT FUTURES, INC. (the "Corporation"). The original Articles of Incorporation of the Corporation were filed with the Florida Department of State and became effective on September 3, 2024.
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 WILSON'S FIT FUTURES, 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.
9045 Strada Stell Ct, Suite 305
Naples, Florida 34109

Article Three Principal Office Address

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

20621 Country Walk Way
Estero, Florida 33928

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Article Four Duration

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

Article Five Purposes & Powers

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).

In furtherance of such purposes, the corporation is also organized, and at all times shall be operated, exclusively for providing health and fitness education, resources, and services in southwest Florida and beyond, including but not limited to children, teenagers, and young adults and their families. Through educational programing focused on fitness, mobility, nutrition, cooking classes, and the importance of health and wellbeing, the corporation aims to break the cycle of obesity and chronic disease.

The specific purposes and objectives of the corporation shall include but not be limited to the following:

- (1) To promote health and wellbeing through different stages of life.
- (2) To include hands-on instruction in health, fitness, and wellbeing in order to create a long-lasting focus on health though physical activity and healthy eating, and mental wellbeing.
- (3) To educate and empower individuals to make healthy decisions that impact their future and provide long-lasting healthy habits.

In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Article 8 below, the corporation shall have and may exercise all of the powers now or hereafter conferred upon Corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

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

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Chapter 617 of the Florida Statutes, the "Florida Not For Profit Corporation Act". The purpose of the Corporation is stated above.

Prepared by:

Eric S. Olson, Esq., Cardinal Law, P.A., 9045 Strada Stell Ct, Suite 305, Naples, FL 34109

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.

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 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 Corporation organized under the laws of State of Florida.

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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.

The number of directors to constitute the first Board of Directors is four. 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:

Doyle Forrestal
20621 Country Walk Way
Estero, Florida 33928

Donald Keller, III
27936 Lance Dr.
Bonita Springs, Florida 34135

Denise Probst-Savoca
20736 County Barn Dr.
Estero, Florida 33928

Eric Olson
9045 Strada Stell Ct, Suite 305
Naples, Florida 34109

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's

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liability to the Corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Corporation, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation, or (4) any transaction from which such director derived an improper personal benefit.

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.

The initial bylaws of the Corporation shall be as adopted by the Board of Directors. The bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these Amended and Restated Articles of Incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

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).

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 officer, director or employee, or any former officer, director, or former employee, to the fullest extent permitted by law.

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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 24TH day of September 2024, 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.

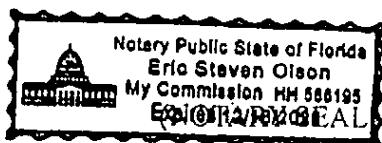
The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation are signed on this 24TH day of SEPTEMBER, 2024.

Doyle Forrestal
Doyle Forrestal, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 24TH day of SEPTEMBER 2024, by DOYLE FORRESTAL as President and authorized representative of WILSON'S FIT FUTURES, INC.



[Signature]
Notary Signature

EXPIRES: 12/16/2028

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

Wilson's Fit Futures, Inc., A Florida Not-For-Profit Corporation
Amended and Restated Articles of Incorporation

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CERTIFICATE OF SECRETARY WILSON'S FIT FUTURES, INC.

THE UNDERSIGNED, being the duly elected Secretary of WILSON'S FIT FUTURES, 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 the Corporation'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 September 28 2024, 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 24 day of September 2024.

WILSON'S FIT FUTURES, INC.

Doyle Forrestal

By: Doyle Forrestal

Its: Secretary

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
WILSON'S FIT FUTURES, INC.**

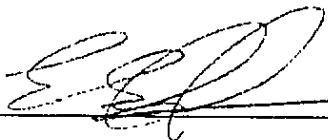
1. The name of the Florida Not-For-Profit Corporation is WILSON'S FIT FUTURES, INC. (the "Corporation").
2. The name and address of the registered agent and office is:

CARDINAL LAW, P.A.
9045 STRADA STELL CT, STE 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.


A handwritten signature in black ink, appearing to read 'Eric Olson', is written over a horizontal line.

By: Eric Olson

Its: President

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