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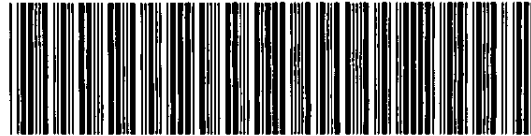
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 17, 2015

JAY FLEISHER, ESQ
LAW OFFICE OF JAY FLEISHER, PA
11380 PROSPERITY FARMS ROAD, STE. 204
PALM BEACH GARDENS, FL 33410

SUBJECT: LITTLE SMILES, INC.
Ref. Number: N99000001655

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 015A00015060

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15 JUL 31 PM 6:44
TALLAHASSEE, FL 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LITTLE SMILES, INC.

DOCUMENT NUMBER: N99000001655

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

Please return all correspondence concerning this matter to the following:

Jay Fleisher, Esq.

(Name of Contact Person)

Law Office of Jay Fleisher, PA

(Firm/ Company)

11380 Prosperity Farms Road, Ste. 204

(Address)

Palm Beach Gardens, FL 33410

(City/ State and Zip Code)

gvonunruh@littlesmiles.org

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

For further information concerning this matter, please call:

Jay Fleisher, Esq.

(Name of Contact Person)

at (561) 627-7004

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
15 JUL 31 PM 6:44

Articles of Amendment
to
Articles of Incorporation
of

LITTLE SMILES, INC.

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

N99000001655

(Document Number of Corporation (if known))

FILED
13 JUL 31 PM 6:44
CLERK OF THE COURT
HALL COUNTY, FLORIDA

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:

n/a

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)

n/a

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

n/a

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: n/a

(Florida street address)

New Registered Office Address:

n/a

(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

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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ 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) ☒ n/a Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
2) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
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)

Please see attached Amended Articles of Incorporation, which
amend in total any and all articles of incorporation or
amendments thereto existing prior to the filing of these Amended
Articles.

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

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 July 02, 2015
Signature [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)

GEORGE LUBECK, III
(Typed or printed name of person signing)
President
(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION
OF
LITTLE SMILES, INC.**

Article I: Name

The name of the corporation Not for Profit shall be **LITTLE SMILES, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 A. Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

B. The corporation is organized and operated exclusively for charitable, scientific, literary, cultural, or educational purposes or for the prevention of cruelty to children or animals, or to foster amateur athletics including, but not limited to, for such purposes enhancing the support of children, parents and society through fulfilling requests and empowering nurses and social workers who work tirelessly to care for children every day, and for such purposes making distributions to organizations that qualify under section 501(c)(3) of Internal Revenue Code of 1986 or the corresponding section of any future federal tax code (hereinafter the "Code").

C. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code.

3.2 Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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. 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the 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 Code.

4.2 Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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.

Article V: Members and Chapters

5.1 The Corporation shall have no members. The Corporation shall have such chapters as are approved by the Board of Directors, with the rights, liabilities and obligations of such chapters set forth in the Bylaws of the Corporation.

Article VI: Directors

6.1 The number of directors constituting the Board of Directors of the Corporation shall be seven (7). There shall be an odd number of directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than seven (7).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director or officer) in accordance with procedures adopted by the Board and in accordance the Florida Not for Profit Corporation Act and the Code, which procedures shall be administered by an independent Compensation Committee appointed by the Board in accordance with procedures set out in the bylaws of the Corporation.

Article VII: Director and Officer Liability Limitations

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of this Corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the law and the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

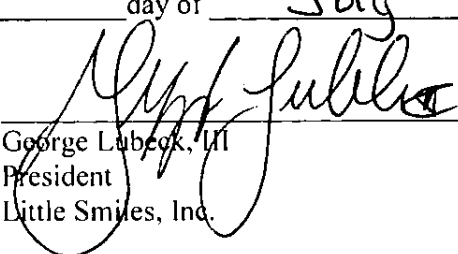
Article IX: Bylaws

The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article X: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving two thirds (2/3) of the vote of all the directors then in office.

Signed this 2nd day of July, 2015.



George Lubeck, III
President
Little Smiles, Inc.