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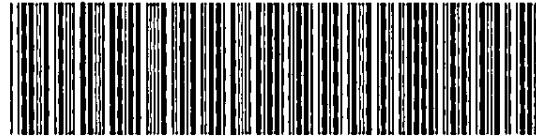
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R. WHITE

MAR 19 2019

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2019 MAR 19 PM 1:16
MAR 19 2019



FLORIDA DEPARTMENT OF STATE
Division of Corporations



January 31, 2019

NICOLE GROSSMAYER
3569 91ST ST NORTH
PALM BEACH GARDENS, FL 33403

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

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

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 719A00002297

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SECRETARY OF STATE
TALLAHASSEE, FL

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:

NICOLE GROSSMAYER
(Name of Contact Person)

LITTLE SMILES, INC.
(Firm/ Company)

3569 91ST ST NORTH
(Address)

PALM BEACH GARDENS, FL 33403
(City/ State and Zip Code)

LICENSING@LITTLESIMILES.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NICOLE GROSSMAYER 561 899 4700
(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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) |
|--|--|--|--|
- CL 12430*

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

**RESTATED 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 10th day of August, 2016.



George Lubeck, III
President
Little Smiles, Inc.

08/10/2016


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)

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.
- ☐ 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 01/15/2019
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)

NICOLE GROSSMAYER

(Typed or printed name of person signing)

EXECUTIVE DIRECTOR

(Title of person signing)