

N99000003747

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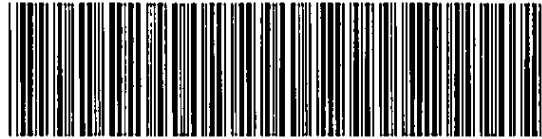
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September 24, 2020

Jordan E. Mogensen  
Direct Dial: (612) 604-6441  
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j Mogensen@winthrop.com

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**VIA FEDERAL EXPRESS**

**Re: FORCE-Facing Our Risk of Cancer Empowered, Inc. Articles of Amendment**

Name of corporation: FORCE-Facing Our Risk of Cancer Empowered, Inc.  
Document number: N99000003747

To Whom It May Concern:

The enclosed executed Articles of Amendment are submitted for filing on behalf of FORCE-Facing Our Risk of Cancer Empowered, Inc. Please also find a second copy of the executed Articles of Amendment for purposes of obtaining a Certified Copy, along with a check for \$43.75 made out to the Florida Department of State for the Filing Fee and Certified Copy.

Please return all correspondence concerning this matter to the following:

Jackie Medina  
16057 Tampa Palms Blvd West, PMB 373  
Tampa, FL 33647  
jackiem@facingourrisk.org

If you have any questions, please call Jordan Mogensen at (612) 604-6441.

Very truly yours,

WINTHROP & WEINSTINE, P.A.

Jordan E. Mogensen

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FORCE-FACING OUR RISK OF CANCER EMPOWERED, INC.**

The undersigned, being a duly authorized officer of FORCE-Facing Our Risk of Cancer Empowered, Inc. (the "**Corporation**") certifies that the Corporation properly adopted and approved these Amended and Restated Articles of Incorporation (the "**Articles**") of the Corporation under Florida Statutes, Chapter 617, as follows:

**ARTICLE I.  
NAME**

The name of the Corporation shall be FORCE-Facing Our Risk of Cancer Empowered, Inc.

**ARTICLE II.  
INITIAL PRINCIPAL OFFICE**

The initial principal office is 16057 Tampa Palms Boulevard West, PMB 373, Tampa, Florida 33647.

**ARTICLE III.  
PURPOSE**

The Corporation is organized, and shall be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including to support education, advocacy, awareness, and research specific to hereditary cancers.

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 this Article. 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. Except to the extent permitted by Code Section 501(h), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, 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 Code Section 501(c)(3), (b) by a corporation contributions to which are deductible under Code Section 170(c)(2), and (c) by a corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

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**ARTICLE IV.  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number, qualifications, term of office, method of election, powers, authority and duties of the directors, the time and place of their meetings, and such other provisions shall be specified in the Bylaws of the Corporation.

**ARTICLE V.  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address, including street and number of the Corporation's initial registered office is 801 US Highway 1, North Palm Beach, Florida, and the name of its initial registered agent at such address is Corporate Creations Network Inc.

**ARTICLE VI.  
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE VII.  
MEMBERS**

The Corporation shall not have members.

**ARTICLE VIII.  
DISTRIBUTION OF ASSETS**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the Corporation to one or more organizations then qualified under Code Section 501(c)(3) selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Code Section 501(c)(3)

**ARTICLE IX.  
AMENDMENTS**

Except as provided, any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Statutes and the Bylaws of the Corporation.

**ARTICLE X.  
INCONSISTENT PROVISIONS**

In the event of any conflict between the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of these Amended and Restated Articles of Incorporation shall prevail.


**ARTICLE XI.  
APPROVAL**

A. These Amended and Restated Articles of Incorporation were adopted on August 6, 2020 by the Board of Directors of the Corporation.

B. There are no members or members entitled to vote on the amendments. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

C. These Amended and Restated Articles of Incorporation supersede and replace the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on August 6, 2020.

  
Name: Terrie R Woodhall  
Its: President

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