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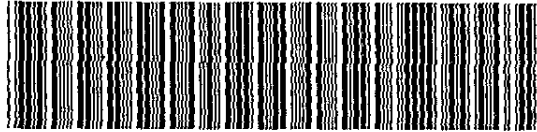
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FILED
05 DEC 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Haitian Neighborhood Center, Sant La, Inc.

DOCUMENT NUMBER: N00000008036

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

Please return all correspondence concerning this matter to the following:

Gepsie M. Metellus, Executive Director
(Name of Contact Person)

Haitian Neighborhood Center, Sant La, Inc.
(Firm/ Company)

5000 Biscayne Blvd. Suite 110
(Address)

Miami, FL 33137
(City/ State and Zip Code)

For further information concerning this matter, please call:

Gepsie M. Metellus at (305) 573-4871
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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 32399

**Articles of Amendment
to
Articles of Incorporation
of
Haitian Neighborhood Center, Sant La, Inc.
(A Florida Not for Profit Corporation)**

FILED
05 DEC 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number N00000008036

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned **Florida Not For Profit Corporation** adopts the following amendments to its articles of incorporation.

AMENDMENTS ADOPTED

1. The Articles of Incorporation will be hereby amended to include insertion of the following:

PREAMBLE

VISION

Sant La envisions a self-sufficient Haitian community.

MISSION

Sant La's mission is to empower, strengthen and stabilize South Florida's Haitian community by providing free access to information and existing services to ensure its transition from a struggling immigrant community to a successful and stable one.

2. Article I, Section 1 of the Articles of Incorporation is hereby deleted and replaced with the following:

SECTION 1. General Purposes. The corporation is organized for the exclusively charitable, scientific and educational purposes of acquiring, retaining, and administering a fund or funds to be held, invested, and used for the benefit of charitable, scientific and educational institutions; and, without limiting the generality of the foregoing, identifying the needs of, and advocating the delivery of adequate services to, Haitian children and families in South Florida through the establishment of a neighborhood resource center and providing assistance to community based organizations servicing such community. The geographic area of operation of this Corporation shall include the West Little River, Opa Locka and Model City Neighborhood Revitalization Strategy Areas of Miami-Dade County, Florida (as designated by the Miami-Dade County Office of Community and Economic Development). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 of the corporation. 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 any candidate for public office. Notwithstanding any other provision of these By-Laws, the

corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax law) or any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax law).

The purposes of this corporation include to engage in community development activities (which may include housing and economic development activities) which are intended to lead to an improvement of the physical, economic or social environment of its geographic area of operation by addressing one or more of the critical problems of the area with attention to the needs of persons with low income. These activities shall be undertaken primarily, but not exclusively, in the Corporation's geographic area of operation. Nothing in this paragraph shall allow this organization to carry on any activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3. Article III, Section 4 of the Articles of Incorporation is hereby amended to add the following phrase:

SECTION 4. Presiding Officer. The President of the corporation or, in his or her absence, the Vice-President or an elected officer of the corporation shall preside at all meetings.

4. Article III, Section 5 of the Articles of Incorporation is hereby amended to add the following phrase:

A majority of the members entitled to vote who have confirmed their attendance shall constitute a quorum at a meeting of members.

5. Article V, Section 2 of the Articles of Incorporation is hereby amended as follows:

SECTION 2. Annual Meetings. The annual meeting of the Board of Directors for the election and appointment of officers, the fixing of their salaries, the approval of the corporation's information return required to be filed with the Internal Revenue Service, and for the transaction of any other business that shall properly come before the meeting shall be held in **May** each year immediately following the annual meeting of the members of the corporation.

6. Article V, Section 5 of the Articles of Incorporation is hereby amended to add the following phrase:

SECTION 5. Quorum. A majority of the Directors then in office who have confirmed their attendance shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors, and the act of a majority of the Board of Directors shall be the act of the Board of Directors, unless the law, the corporation's Articles of Incorporation, or these By-Laws otherwise expressly require.

7. Article V, Section 6, Subsection b of the Articles of Incorporation is hereby deleted and replaced with the following:

(b) Administration and Finance Committee, which will advise the Board concerning the financial administration and governance of the Corporation, and perform such other duties as may from time to time be assigned by the Board;

8. Article V, Section 6, Subsections c,d,e and f of the Articles of Incorporation are hereby deleted and replaced with the following:

(c) Neighborhood Advisory Group, which will advise the Board and staff and various other members of the community on matters concerning community development issues that affect the quality of life in the Haitian community. This committee will include businessmen, educators, clergy, healthcare and social service providers, and other stakeholders.

9. Article VI, Section 1 of the Articles of Incorporation is hereby deleted and replaced with the following:

SECTION 1. Officers. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The office of President may be held by two persons who shall share the duties of President as they shall decide and shall be designated Co-Presidents. The officers shall be elected from among persons who are members of the corporation or Directors of the corporation.

10. Article VI, Section 8 of the Articles of Incorporation is hereby deleted and replaced with the following:

SECTION 8. Secretary. The Secretary, in addition to the duties hereinafter set forth, shall perform general administrative functions under the direction of the President. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall perform all such other duties as are incident to this office, as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall act. In the case of the absence or disability of the Secretary, the duties of Secretary shall be performed by the President or Vice President.

The date of adoption of the amendment(s) was: Dec. 20, 2005

Effective date if applicable: Dec. 20, 2005
(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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Karen Basha Egozi

(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.)

Karen Basha Egozi

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)

FILING FEE: \$35