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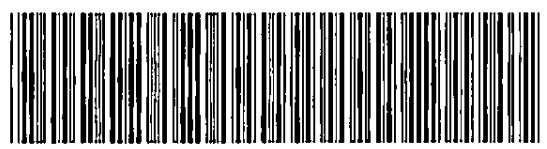
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2019 JAN 28 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NUBIA PROJECT FOUNDATION, INC.

DOCUMENT NUMBER: N18000009100

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

Please return all correspondence concerning this matter to the following:

Lynn T. Thomas, Paralegal
(Name of Contact Person)

Meyer, Brooks, Demma and Blohm, P.A.
(Firm/ Company)

131 North Gadsden Street
(Address)

Tallahassee, Florida 32301
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Lynn Thomas at 850 878-5212
(Name of Contact Person) (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

RESTATED ARTICLES OF INCORPORATION

2019 JAN 28 AM 9:10

OF

NUBIA PROJECT FOUNDATION, INC.

(Document Number N18000009100)

SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned hereby files these Restated Articles of Incorporation pursuant to the provisions of Florida law, and restates as follows:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Nubia Project Foundation, Inc. The initial principal place of business and mailing address is: 2525 Ponce De Leon Boulevard, Suite 1150, Coral Gables, Florida 33134-6040.

ARTICLE II

Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

Purpose

This corporation is organized as a charitable, educational and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law. Every child who is placed in shelter or foster care should be entitled to high quality individualized legal representation. The corporation will seek generally to provide such high quality individualized legal representation for children in Florida who are placed in a shelter or foster care to ensure that their rights are protected, and to:

a) Establish and maintain a network of attorneys and legal support professionals willing to provide high quality representation to such children navigating judicial or administrative legal proceedings;

b) Make distributions to other nonprofit organizations which share a common goal and advance the foregoing specific purposes;

c) Engage in fundraising, including, without limitation, applying for grants, to produce sufficient revenues to carry out the purposes of the corporation;

d) Employ or contract with attorneys, accountants and other professionals required to ensure that legal requirements are fulfilled and there is a proper and transparent accounting of all funds of the corporation;

e) Engage in other activities which are permitted and appropriate for a Florida not-for-profit corporation which is tax exempt pursuant to Section 501(c)(3) of the Code.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, 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 and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives 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 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.

ARTICLE V
Members

The Board of Directors shall constitute the initial members of the corporation. The Board may establish classes of membership from time to time.

ARTICLE VI

The street address and city of the registered office of the corporation is:

131 North Gadsden Street
Tallahassee, Florida 32301

The name of the initial registered agent at such address is Ronald G. Meyer, Esquire.

ARTICLE VII
Board of Directors

The affairs of the corporation shall be managed by a Board of Directors which shall consist of no fewer than three members. The number, term and method of selection of directors shall be prescribed in the bylaws. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII
Officers

The corporation shall have such officers as may be provided for in the bylaws. The terms and manner of selection of officers shall also be provided for in the bylaws. The corporation shall have at least the following officers:

1. President/Chairperson
2. Vice-President
3. Secretary
4. Treasurer

Any one individual may hold more than one office in the corporation. Duties of officers shall be described in the bylaws.

ARTICLE IX
Indemnification of Officers and Directors

As provided in the bylaws, officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, as amended, or corresponding sections of any prior or future

United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendment

Amendment of these articles shall require the approval of a two-thirds vote of the Board of Directors at a meeting of the Board. At least thirty (30) days prior to the Board meeting, the text of any proposed amendments shall be furnished to the directors of the corporation.

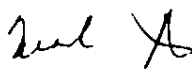
ARTICLE XIII
Incorporator

The name and address of the incorporator who subscribed to the original Articles of Incorporation are set forth below:

Ronald G. Meyer, Esquire
131 North Gadsden Street
Post Office Box 1547 (32302)
Tallahassee, Florida 32301

There are no members entitled to vote on the restatement of the articles; there are no amendments requiring a vote. The restatement was adopted by the Board of Directors. The effective date of these restated articles shall be August 25, 2018.

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Restated Articles of Incorporation and further certifies that the facts stated herein are true and correct. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



NEAL ROTH
Chairman

ACCEPTANCE BY REGISTERED AGENT

I, Ronald G. Meyer, Esquire, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, am familiar with and accept the appointment as registered agent and agree to act in this capacity.



RONALD G. MEYER, ESQUIRE