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#### **COVER LETTER**

DOCUMENT NUMBER: The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the following: (Firm/ Company) City/ State and Zip Code) For further information concerning this matter, please call: Enclosed is a check for the following amount made payable to the Florida Department of State: □\$52.50 Filing Fee Certificate of Status Certified Copy Certificate of Status (Additional copy is Certified Copy (Additional Copy is enclosed) Enclosed)

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TO: Amendment Section

Division of Corporations

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Street Address

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

#### 2024 AMENDED AND RESTATED ARTICLES OF INCORPORATION

**OF** 

# GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC. (the "Corporation"), by these Amended and Restated Articles of Incorporation, amends and restates in the entirety its Articles of Incorporation, which were first filed with the Florida Secretary of State on March 15, 1960, under filing number 700631, as amended thereafter. Pursuant to sec. 617.1007 (4), these Amended and Restated Articles supersede the original Articles of Incorporation and all amendments thereto. The Corporation has no members and, accordingly, the amendments contained in these Amended and Restated Articles of Incorporation did not require member approval. These Amended and Restated Articles of Incorporation (the "Articles") were adopted and approved by the Board of Directors of the Corporation on the 28 day of June, 2024.

#### ARTICLE 1

#### **NAME AND ADDRESS**

The name of the corporation shall be GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC. and the street address of its principal office and its mailing address is 2121 NW 21<sup>st</sup> Street, Miami, Florida 33142.

#### **PURPOSE**

The purpose for which the Corporation is organized is to provide training, rehabilitation employment and opportunities for personal growth for people with disabilities and/or disadvantaging conditions. Inspired by our mission, through occupational training and useful employment, and by the skillful use of the techniques of rehabilitation, social work and life guidance, the Corporation shall seek to assist people with disabilities and/or disadvantaging conditions to attain the fullest development of which they are capable.

#### ARTICLE 2

### **MEMBERS**

The Corporation shall have no members.

# ARTICLE 3

#### TERM

This Corporation shall have perpetual existence.

21

# **ARTICLE 4**

# **BOARD OF DIRECTORS**

The Corporation shall be managed by the Board of Directors consisting of not less than 15 nor more than 30 members to be elected in accordance with the Corporation's By-Laws.

#### **ARTICLE 5**

# **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is:

David Landsberg 2121 NW 21<sup>st</sup> Street

Miami, Florida 33142 and the name and address of the registered agent of the Corporation are:

David Landsberg 2121 NW 21<sup>st</sup> Street Miami, Florida 33142

The Board of Directors of the Corporation shall have the authority to from time to time change the name and/or address of its registered agent and registered office without the need to amend these Articles.

# **ARTICLE 6**

# **AMENDMENTS**

These Articles can be amended and/or restated only by a majority vote of the members of the Board of Directors of the Corporation present at any meeting where a duly constituted quorum of the Directors is present or by action of the Board of Directors, in lieu of a meeting, duly adopted by written consent in accordance with the Bylaws of the Corporation. In the notice of the meeting, the amendments or changes must be circulated in writing to the members at least ten (10) days prior to the date of the meeting.

#### ARTICLE 7

# **DISSOLUTION OF CORPORATION**

In case the work of this Corporation should be abandoned, all title to real and personal property of this Corporation remaining after the debts of this Corporation have been paid shall immediately be vested in the Goodwill Industries International, Inc. for the purpose of reestablishing a Goodwill Industries of similar work in South Florida.

IN WITNESS WHEREOF, Goodwill has caused these Amended and Restated Articles of Incorporation to be executed by its Chief Executive Officer, David Landsberg, on this <u>28</u> day of June, 2024.

David Landsberg, CEO

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The date of each amendment(s) adoption:    UNE 28, 2024   . if other than to date this document was signed.    UNE 28, 2024   . if other than to date this document was signed.
date this document was signed.
Effective date if applicable: UWC 20, 2024
(no more than 90 days after amendment file date)
Note: If the date inserted in this block does not ment the applicable statutors (film angularization this date will are be lived as the
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) ( <u>CHECK ONE</u> )

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

Dated	
Signature	Y hay dul-
(By that	the chairman or vice chairman of the board, president or other officer-if directors e not been selected, by an incorporator – it in the hands of a receiver, trustee, or er court appointed fiduciary by that fiduciary)
_	Charles M. Cosemberg
	(Typed or printed name of person signifig)