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1. FOUR FREEDOMS HOUSE OF MIAMI BEACH, INC.

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOUR FREEDOMS HOUSE OF MIAMI BEACH, INC.
a Florida corporation not for profit

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Article IX of the Corporation's original Articles of Incorporation and Florida law, were approved by a unanimous written consent of the Board of Directors on March 22, 2016.

ARTICLE 1
NAME AND PRINCIPAL OFFICE

The name of the Corporation is **FOUR FREEDOMS HOUSE OF MIAMI BEACH, INC.** The address of the principal office of the Corporation is: 3800 Collins Avenue, Miami Beach, Florida 33140. The mailing address of the Corporation is: Four Freedoms House of Miami Beach, Inc., c/o Prudent Property Managers, Inc., 300 Seventy First Street, Suite 302, Miami Beach, FL 33141, Attention: Mark H. Hildebrandt, President & CEO.

ARTICLE 2
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 3
PURPOSES AND POWERS

- a) The purposes for which the Corporation is organized are exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision or provisions of any future United States Internal Revenue law (the "Code").
- b) Powers of the Corporation. All powers of a corporation not prohibited by law, these Articles of Incorporation or the By-laws of the Corporation.
- c) Limitation on Powers. Notwithstanding any powers guaranteed to the Corporation by its Articles of Incorporation or By-laws or any law of the State of Florida, the following

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limitations shall apply and be paramount:

- (i) 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 these Articles of Incorporation.
- (ii) No 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.
- (iii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Code (b) by a Corporation, contributions to which are deductible under section 170(a), of the Code, or (c) by a corporation organized under the Florida Not for Profit Corporation Act.
- (iv) The Corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of Section 509(a) of the Code.

ARTICLE 4 DIRECTORS

The method of election of the directors of the Corporation is set forth in the By-laws.

ARTICLE 5 COMPLIANCE WITH INTERNAL REVENUE CODE

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 6
DISTRIBUTION OF ASSETS UPON LIQUIDATION OF CORPORATION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or which are described in Section 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 7
MEMBERS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-laws of the Corporation as from time to time in effect.

ARTICLE 8
REGISTERED AGENT AND ADDRESS

The name and address of the registered agent and registered office are: c/o Prudent Property Managers, Inc., 300 Seventy First Street, Suite 302, Miami Beach, Florida 33141

ARTICLE 9
AMENDMENT

The Corporation reserves the right to amend or repeal any of the provisions contained in these Amended and Restated Articles of Incorporation by the affirmative vote of a majority of the members of its Board of Directors.

ARTICLE 10
INDEMNIFICATION

Except as otherwise provided below, the Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section

501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a member, director or officer of the Corporation, or who serves at its request as a member, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to the Corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Any Person who at the request of the Corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the Corporation. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (1) a majority vote of a quorum of disinterested members of the Board of Directors, (2) if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel representing the Corporation, (3) by such other body as may be provided in the Bylaws, or (4) by the members.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 5746 of the NPCL or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article 10, the terms "director", "member", and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested" member, director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article 10 shall not be exclusive of or affect any other rights to which any member, director or officer may be entitled under any agreement, statute or otherwise. The Corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance

coverage under a policy maintained by the Corporation or any other person. Nothing contained in this Article 10 shall affect any rights to which corporate personnel other than members, directors or officers may be entitled by contract or otherwise.

ARTICLE 11

REFERENCES TO INTERNAL REVENUE CODE AND FLORIDA LAW

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereinafter amended.

The undersigned has executed these Articles of Incorporation this 21 day of June 2016.


Ben J. Man, President