

706855

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Date: 3-26-15

File  
2nd

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen

File  
2nd

Corporation Name:

The Young Men's Ch  
Association of Greater Miami, Inc.

Entity Number (if applicable):

706855

Authorization:

Kim Pullen

X And a Restated  
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✓	NEW FILINGS/OTHER FILINGS	✓	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT	X	AMENDMENT
X	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

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	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

**LEWIS W. FISHMAN**  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR AT LAW  
9400 SOUTH DADELAND BLVD.  
SUITE 300  
MIAMI, FL 33156

LEWIS W. FISHMAN  
FLORIDA BAR BOARD CERTIFIED IN HEALTH LAW

TELEPHONE (305) 670-2100  
FAX (305) 670-4847

March 25, 2015

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

Re: The Young Men's Christian Association of Greater  
Miami, Inc. - Charter No. 706855

To Whom It May Concern:

Enclosed please find a Certificate Relative to filing Amended and Restated Articles of Incorporation regarding the above Corporation, together with the Amended and Restated Articles of Incorporation, for filing of record with the Division of Corporations, and a check in the amount of \$43.75 payable to the Florida Department of State, representing the filing fee and one (1) certified copy of the Amended and Restated Articles of Incorporation. The effective date shall April 1, 2015.

Please return all correspondence regarding this matter including the certified copy, and/or in the event you have any questions or need further information, as follows:

Lewis W. Fishman  
Lewis W. Fishman, P.A.  
9130 South Dadeland Blvd.  
Suite 1121  
Miami, Florida 33156  
305 670-2100  
305 670-0793 fax  
lwfpa@aol.com

Return to:  
Kim Allen  
Caelton Fields Jordan Burt  
(850) 513-3619

Sincerely,

  
Lewis W. Fishman

LWF:  
Encls.

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF  
GREATER MAIMI, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not-for-profit corporation, files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of The Young Men's Christian Association of Greater Miami, Inc. (the "Corporation"), Charter No. 706855, appended hereto, contain amendments to Articles I, II, III, IV, V, VI, VII, VIII and X.
2. The Board of Directors approved the amendments to and the Amended and Restated Articles of Incorporation on March 25, 2015
3. There are no Members of the Corporation.
4. The name of the Corporation is The Young Men's Christian Association of Greater Miami, Inc.
5. Article I is amended to read as follows:

**ARTICLE I**

**Name**

*The name of the Corporation is the:*

*Young Men's Christian Association of South Florida, Inc.*

6. Article II is amended to read as follows:

**ARTICLE II**

**Principal Office**

*The principal office and mailing address of the Corporation shall be located at 900 S.E. 3<sup>rd</sup> Avenue, Suite 300, Fort Lauderdale, Florida 33316. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Directors of the Corporation may authorize. The Board of Directors of the Corporation, or an officer of the Corporation acting at the direction of the Board of Directors may change the principal office of the Corporation from time-to-time without the necessity of amendment to these Articles of Incorporation*

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**EFFECTIVE DATE**  
**4-1-2015**

7. Article III is amended to read as follows:

**ARTICLE III**  
**Period of Existence**

*The Corporation shall have a perpetual existence.*

8. Article IV is amended to read as follows:

**ARTICLE IV**  
**Purposes**

*The Corporation is a voluntary association of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as same shall be amended from time-to-time (the "Code"). The Corporation was founded on Judeo-Christian principles and since its' founding has been enriched by multiple religious and cultural heritages.*

*The primary purpose of the Corporation is to strengthen the foundation of the community through three areas of focus: (i) Youth Development (nurturing the potential of every child and team; (ii) Healthy Living (improving the health and well-being of all ages); and (iii) Social Responsibility (giving others a chance to give back to their neighbors and community).*

*In furtherance of the foregoing, the Corporation shall have the full power and authority:*

- (a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;*
- (b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in the Amended and Restated Articles of Incorporation and the Bylaws, or in accordance with determinations to be made by the Board of Directors pursuant to the Articles of Incorporation and the Bylaws of the Corporation; and*
- (c) To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation or the Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act, within the limitations of the Code.*

9. Article V is amended to read as follows:

**ARTICLE V**  
**Membership**

*There shall be no members of the Corporation. Nothing in these Amended and Restated Articles of Incorporation shall be construed as limiting the power or right of the Corporation to refer to persons associated with the Corporation as "members", but no such reference shall make any person a "member" of the Corporation for any purpose of the Act or otherwise entitle any person to any membership rights or other rights as a "member" under or with respect to the Act.*

10. Article VI is amended to read as follows:

**ARTICLE VI**  
**Board of Directors**

*The authority for all affairs of the Corporation shall reside in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Amended and Restated Articles of Incorporation, and the Bylaws of the Corporation as from time-to-time are in effect. The Board of Directors shall consist of at least the minimum number of directors required by the Act, with the number of directors to be specified or established from time-to-time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.*

11. Article VII is amended to read as follows:

**ARTICLE VII**  
**Dissolution**

*If the Corporation for any reason is to be dissolved or otherwise terminated, upon dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.*

12. Article VIII is amended to read as follows:

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**ARTICLE VIII**  
**Amendments**

15 MAR 26 AM 8:42

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

13. Article X is amended to read as follows:

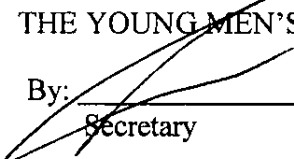
**ARTICLE X**  
**Registered Agent and Registered Office**

*The name of the registered agent is Sheryl Woods, and the registered office of the Corporation is:*

*900 S.E. 3<sup>rd</sup> Avenue  
Suite 300  
Fort Lauderdale, Florida 33316*

14. These Amended and Restated Articles of Incorporation of The Young Men's Christian Association of Greater Miami, Inc. were adopted by the Board of Directors on March 25, 2015 at a meeting at which a quorum was present, and the number of votes cast (unanimous) were sufficient for approval.

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC.

By:   
Secretary

Printed Name: Lawrence A. Urewhin

Date: March 25, 2015

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

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15 MAR 26 AM 8:43

**OF**

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC.**

Pursuant to Chapter 617, Florida Statutes, being the Florida Not-for-Profit Corporations Act (the "Act"), The Young Men's Christian Association of Greater Miami, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I**

**Name**

The name of the Corporation is the:

Young Men's Christian Association of South Florida, Inc.

**ARTICLE II**

**Principal Office**

The principal office and mailing address of the Corporation shall be located at 900 S.E. 3<sup>rd</sup> Avenue, Suite 300, Fort Lauderdale, Florida 33316. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Directors of the Corporation may authorize. The Board of Directors of the Corporation, or an officer of the Corporation acting at the direction of the Board of Directors may change the principal office of the Corporation from time-to-time without the necessity of amendment to these Articles of Incorporation.

**ARTICLE III**

**Period of Existence**

The Corporation shall have a perpetual existence.

**EFFECTIVE DATE**  
**4-1-2015**

**ARTICLE IV**

**Purposes**

The Corporation is a voluntary association of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as same shall be amended from time-to-time (the "Code"). The Corporation was founded on Judeo-Christian principles and since its' founding has been enriched by multiple religious and cultural heritages.

The primary purpose of the Corporation is to strengthen the foundation of the community through three areas of focus: (i) Youth Development (nurturing the potential of every child and team; (ii) Healthy Living (improving the health and well-being of all ages); and (iii) Social Responsibility (giving others a chance to give back to their neighbors and community).

---

In furtherance of the foregoing, the Corporation shall have the full power and authority:

- (a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;
- (b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in the Amended and Restated Articles of Incorporation and the Bylaws, or in accordance with determinations to be made by the Board of Directors pursuant to the Articles of Incorporation and the Bylaws of the Corporation; and
- (c) To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation or the Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act, within the limitations of the Code.

#### **ARTICLE V** **Membership**

There shall be no members of the Corporation. Nothing in these Amended and Restated Articles of Incorporation shall be construed as limiting the power or right of the Corporation to refer to persons associated with the Corporation as "members", but no such reference shall make any person a "member" of the Corporation for any purpose of the Act or otherwise entitle any person to any membership rights or other rights as a "member" under or with respect to the Act.

#### **ARTICLE VI** **Board of Directors**

The authority for all affairs of the Corporation shall reside in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Amended and Restated Articles of Incorporation, and the Bylaws of the Corporation as from time-to-time are in effect. The Board of Directors shall consist of at least the minimum number of directors required by the Act, with the number of directors to be specified or established from time-to-time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

## **ARTICLE VII**

### **Dissolution**

If the Corporation for any reason is to be dissolved or otherwise terminated, upon dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

## **ARTICLE VIII**

### **Amendments**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

## **ARTICLE IX**

### **Indemnification and Immunity From Liability**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against damages, liabilities, costs, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article IX. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. An officer or director of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote, decision or failure to take an action, regarding organizational management or policy by an officer or director, except as otherwise provided under Section 617.0834 of the Act or any amendment thereto or successor provision thereto.

**ARTICLE X**  
**Registered Agent and Registered Office**

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The name of the registered agent is Sheryl Woods, and the registered office of the Corporation is:

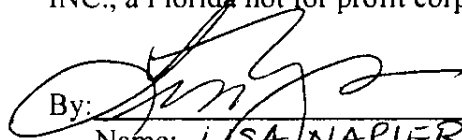
900 S.E. 3<sup>rd</sup> Avenue  
Suite 300  
Fort Lauderdale, Florida 33316

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on March 25, 2015, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

The Effective Date of these Amended and Restated Articles of Incorporation shall be April 1, 2015.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be duly executed this 25<sup>th</sup> day of March, 2015.

THE YOUNG MEN'S CHRISTIAN  
ASSOCIATION OF GREATER MIAMI,  
INC., a Florida not for profit corporation,

By:   
Name: LISA NAPIER  
Title: CHAIRMAN

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of Young Men's Christian Association of South Florida, Inc. (the "Corporation"), at the place designated in Article X of the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of his duties.

Dated this 25 day of March, 2015.

By: Sheryl A. Woods  
Sheryl Woods

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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