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## Restated Articles of Incorporation of HPS, Helping People Succeed, Inc.

The undersigned is of legal age and through this document adopts and invokes the rights and responsibilities of the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes with the intent to amend and restate the articles of the nonprofit corporation.

The text of the Restated Articles is as follows:

### I. Name of Organization

The name of the nonprofit corporation is "HPS, Helping People Succeed, Inc." (hereinafter "Corporation").

### II. Registered Agent

Corporation's registered agent is:

Mark Brechbill  
Mark Brechbill Associates  
215 S. Federal Highway, Suite 200  
Stuart, FL 34994

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

  
Mark Brechbill

Dated: 12/8/21

FILED  
2022 JUN 21 AM 9:10  
CLERK OF DISTRICT COURT  
JULIA A. BROWN, CLERK  
1000 N. W. 10TH AVE., SUITE 1000  
MIAMI, FL 33136

### III. Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather is operated exclusively for exempt purposes.

The specific purpose of Corporation is:

Charitable: Relief of the poor, the distressed, or the underprivileged; eliminating prejudice and discrimination; and combating community deterioration by helping all people to improve their lives and realize their potential. Corporation does this by providing education, counseling, training, and employment to adults, families, and children.

Educational: Education of the public through our programs and services, focusing on things such as child development, behavioral services, and community building and securing employment for people with disabilities.

### IV. Exemption Requirements and Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.

- ii. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).
- iii. Corporation has no capital stock.
- iv. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited 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 code).
- v. As a Type I, 509(a)(3) supporting organization the Corporation:
  - a. Fulfills the organizational requirement by being organized exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more supported 501(c)(3) public charities.
  - b. Fulfills the operational requirement by engaging solely in activities that support or benefit the supported organization.
  - c. Fulfills the relationship requirement by giving the supported organization the power to regularly appoint or elect a majority of the Directors of the Corporation as supporting organization.

## **V. Corporate Powers**

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans, and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

## **VI. Written Action**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a unanimous vote or a vote of the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **VII. Membership**

Corporation will not have voting members.

## **VIII. Board of Directors**

The management of the affairs of Corporation is vested in a Board of Directors made up of at least 3 directors and as defined by and elected in accordance with Corporation's Bylaws. No Director has any right, title, or interest in or to any property of Corporation.

## **IX. Limited Liability & Indemnification**

A director will discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director of the corporation.

The Corporation will indemnify and hold harmless its directors and officers and executive level employees, except in cases involving willful misconduct.

No Director, Officer, member, or employee of Corporation is personally liable for the properly authorized acts, debts, liabilities, or obligations of the nonprofit corporation.

Likewise, no acts, debts, liabilities, or obligations of an individual Director, Officer, member, or employee are subject to payment by the Corporation as a debt or obligation.

## **X. Conflicts of Interest Policy**

Corporation will adopt a Conflicts of Interest Policy that meets IRS requirements and nonprofit sector best practices. The purpose of a conflicts of interest policy is to protect Corporation when Corporation is contemplating conducting transactions that might benefit the private interest of an Officer or Director of Corporation or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **XI. Gift Acceptance**

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to money; real property; personal property; stock; other assets; and, in-kind goods or services.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

Directors and Officers will not personally accept gifts, entertainment, beneficial actions, or other tokens of recognition from individuals or entities when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that the action is or could be intended to influence the Director or Officer in the performance of their duties. However, this policy does not apply to acceptance of items or entertainment of nominal value which are not related to any particular transaction.

## **XII. Duration & Dissolution**

The duration of Corporation's corporate existence is perpetual unless dissolved.

The methods and procedures of Dissolution will be governed by Florida Statutes.

## **XIII. Distribution of Assets Upon Dissolution**

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state, or local government, for a public purpose.

## **XIV. Article Consolidation**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

## **XV. Adoption of Amendments**

These restated articles of incorporation were adopted by a majority vote of the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned subscribes to this document as an officer of the Board to restate the Articles of Incorporation for the Corporation named above under the laws of the State of Florida. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.



Barbara Essenwine, Chairperson

Dated: 12/8/21