

712006

Legal Services of
(Requestor's Name)
Greater Miami, Inc.

(Address)
4343 W. Flagler St. Ste.
100

(Address)
Miami, FL 33134

(City/State/Zip/Phone #)
305.438.2447

PICK-UP WAIT MAIL

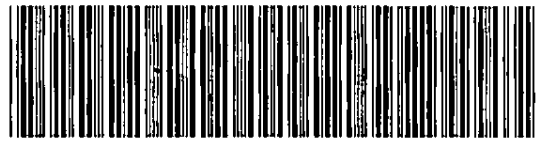
(Business Entity Name)

(Document Number)

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2017 DEC 13 PM 1:13
SEC. 1 (REV. 11/15/13)
TALLAHASSEE, FLORIDA

cc/cus
Amended/Restarted

DEC 13 2017
LALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2017

YWCA
GREATER MIAMI-DADE, INC.
351 NW 5TH STREET
MIAMI, FL 33128

SUBJECT: YWCA OF GREATER MIAMI-DADE, INC.
Ref. Number: 712006

We have received your document for YWCA OF GREATER MIAMI-DADE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 217A00024973

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

YWCA OF GREATER MIAMI-DADE, INC.

(A Florida Not for Profit Corporation)

Pursuant to the applicable provisions of Florida Statute, including sections 617.1002 and 617.1007, the undersigned Florida nonprofit corporation, YWCA of Greater Miami-Dade, Inc. (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

WHEREAS, The Corporation's Charter was filed with the State of Florida on September 29, 1919; and

WHEREAS, the original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on December 22, 1966, Document No. 712006; and

WHEREAS, on December 27, 2005, the Corporation filed a name change amendment with the State of Florida which changed the name of the Corporation from The Young Women's Christian Association of Greater Miami and Dade County, Inc. to YWCA of Greater Miami-Dade, Inc.; and

WHEREAS, these Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, the Corporation's Charter, and any and all amendments to them, were adopted by all of the Directors of the Corporation at a meeting with a quorum present which was held on November 18, 2017. As the Corporation does not have Members, no Member vote was required to effect this Amendment. To effect the foregoing, the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as set forth below:

**Article I
CORPORATION NAME**

The name of this Corporation shall be: **YWCA OF GREATER MIAMI-DADE, INC.**

**Article II
PRINCIPLE PLACE OF BUSINESS**

The principal place of business is:
351 NW 5th Street,
Miami, Florida 33128

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article III
MAILING ADDRESS**

The mailing address of the Corporation is:
351 NW 5th Street,
Miami, Florida 33128

**Article IV
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:
Kerry-Ann Royes
CEO
YWCA of Greater Miami-Dade, Inc.
351 NW 5th Street,
Miami, Florida 33128

**Article V
DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article VI
BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**Article VII
INCORPORATORS**

The names of the Incorporators at the time of the Corporation's original incorporation are included within the original incorporation documents of the Corporation, which such names are hereby incorporated by reference.

**Article VIII
BOARD OF DIRECTORS**

The Board of Directors and number of directors shall be as stated in the bylaws of the Corporation.

**Article IX
CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. To provide services, programs, and affordable/low income housing for women, teens, children, seniors and families; and, in general, to exercise any, and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

**Article X
501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES: Notwithstanding any other provision of these

articles, this Corporation shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.
3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XI AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by majority vote of the Board of Directors.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of YWCA OF GREATER MIAMI-DADE, INC. on this ____ day of December 2017.

Ana Carolina Corrales

Signature

Name: Ana C. Corrales

Title: Board President

STATE of FLORIDA
COUNTY of MIAMI-DADE

The foregoing instrument was acknowledged before me this 6th day of December 2017 by Ana Corrales as Board President of YWCA OF GREATER MIAMI-DADE, INC., a Florida non-profit corporation (✓) who is personally known to me, or () who has produced _____ as identification.

Mary Muniz-Pellicer

Signature of Notary Public

Notary Stamp/Seal



Execution Page Amended and Restated Articles of Incorporation of YWCA OF GREATER MIAMI-DADE, INC.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of YWCA OF GREATER MIAMI-DADE, INC. on this 6th day of December 2017.

Cristina Martinho

Signature

Name: Cristina Martinho

Title: Board Secretary

STATE of FLORIDA
COUNTY of MIAMI-DADE

The foregoing instrument was acknowledged before me this 6th day of December 2017 by Cristina Martinho as Board Secretary of YWCA OF GREATER MIAMI-DADE, INC., a Florida non-profit corporation (L) who is personally known to me, or () who has produced _____ as identification.

Mary Muniz-Pellicer

Signature of Notary Public

Notary Stamp/Seal



Execution Page Amended and Restated Articles of Incorporation of YWCA OF GREATER MIAMI-DADE, INC.