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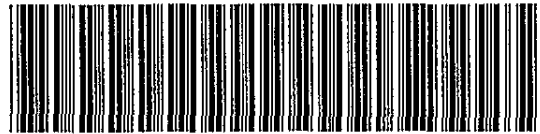
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*Amended &
Restated
Articles*

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--04 DEC 13 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR

12/17/04



Miami Dade
**Neighborhood
Housing Services**

181 NE 82nd Street
Miami, Florida 33138
TEL 305/751-5511
FAX 305/751-2228
info@miamidadenhs.org

December 6, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Restatement for Miami-Dade Neighborhood Housing
Services, Inc, Miami, Florida

Board of Directors

Theresa Atkins
Owen Blandford, Treasurer
Maedell Brown, Chair
Ramona Exum
Emilio Fernandez
Beverly Forbes, Secretary
Robin Holley
Eric Johnson
Marie Lee-Forbes, Vice Chair
Luldina Quinones

Leadership Council

Patricia Algaze
Marcia Barry-Smith
Ernest Baskette
Ana Cruz-Taura
Bryan Finnie
Susan James
Cecilia la Villa-Travieso
Karen Moore
Donald Phoenix
Barbara Romani
Peter Roulhac
Denis Russ

Arden Shank
Executive Director/President

Greetings:

Please find enclosed our Articles of Restatement along with a check
for \$35.00 for the filing fee. Contact me if you need additional
information.

Sincerely,

Arden Shank
President/Executive Director

Turning housing
dreams into reality

Amended and Restated

Articles of Incorporation

MIAMI-DADE NEIGHBORHOOD HOUSING SERVICES, INC.

A Florida "Not for Profit" Corporation
Division of Corporation's Document No. 742389

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami-Dade Neighborhood Housing Services, Inc. hereby restates and amends its Articles of Incorporation pursuant to section 617.1007, Florida Statutes.

ADOPTION: On December 1, 2004, the Board of Directors of this Corporation adopted these Articles of Restatement at a regular meeting with a quorum being present in accordance with the requirements stated in the existing Articles of Incorporation. These Articles of Restatement contain certain amendments. The Corporation has no members that are entitled to vote on these types of amendments.

The text of the existing Articles of Incorporation and of all previous amendments are hereby replaced with the text of the restated Articles of Incorporation as follows:

1. **NAME OF CORPORATION:** The name of the Corporation is Miami-Dade Neighborhood Housing Services, Inc.
2. **PRINCIPAL OFFICE:** The principal office of the Corporation is located at 181 NE 82nd Street, Miami, Florida 33138.
3. **MAILING ADDRESS:** The mailing address of the Corporation is 181 NE 82nd Street, Miami, Florida 33138.
4. **REGISTERED AGENT:** The name of the registered agent of the Corporation is John M. Little. The address of this registered agent is c/o Legal Services of Greater Miami, Suite 500, 3000 Biscayne Blvd., Miami, FL 33137.
5. **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.
6. **BOARD OF DIRECTORS:** The method of selection, the qualifications, the terms, and the number of the Directors shall be stated in the bylaws.
7. **CORPORATE PURPOSES:** The purposes for which this Corporation is formed are exclusively charitable, educational, and scientific and consist of the following:
 - a.) To provide relief to the poor, the distressed and the underprivileged by undertaking efforts to create jobs, eliminate blight, provide affordable housing, and provide needed services.

Miami-Dade Neighborhood Housing Services, Inc.
Amended and Restated Articles of Incorporation

- b.) To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
- c.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific 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.
- d.) 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.
- e.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

8. 501(c)(3) LIMITATIONS:

- a.) **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- b.) **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- c.) **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.
- d.) **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, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

- e.) **DISSOLUTION:** Upon 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 of 1986 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.

8. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is ever considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9. INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Miami-Dade Neighborhood Housing Services, Inc.
Amended and Restated Articles of Incorporation

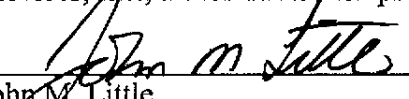
10. ALTERATION OF ARTICLES: These Articles of Incorporation may be altered, amended, or repealed and new Articles may be adopted by a two-thirds majority vote of all Directors at a properly called meeting of the Directors. At least seven days' written notice setting forth the proposed action and specific Articles to be added, deleted, amended, or changed and the time and place of the meeting shall be given to all members of the Board of Directors.


Arden Shank, President

Date: December 1, 2004

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Miami-Dade Neighborhood Housing Services, Inc., a Florida not-for-profit Corporation.


John M. Little

12-6-04
Date