

764226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

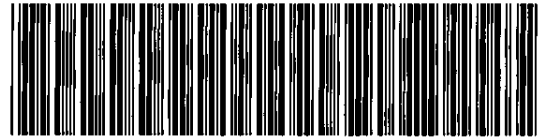
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/13/06--01012--010 \*\*52.50

FLORIDA SECRETARIES  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
06 JUN 13 AM 10:27

FILED  
2006 JUN 15 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Rest.*  
C. Coullette JUN 15 2006

Sonstate Research

Requester's Name

Address

City/State/Zip

6056-5454

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Everglades Community Association, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**AMENDMENTS**

- Amendment [Restated]
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

*corrected*

June 13, 2006

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED  
Ref. Number: 764226

We have received your document for EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If you are trying to change the registered agent, you need to have their signature and acceptance.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 506A00040175

RECEIVED  
06 JUN 15 AM 10: 09  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED  
A Florida "Not for Profit" Corporation**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED, a Florida corporation not for profit, which was originally incorporated under the same name on July 21<sup>st</sup>, 1982 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED, shall henceforth be as follows:

**Article I**

The name of the corporation is EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED. The principal place of business of the corporation shall be 19308 SW 380th Street, Florida City, Florida 33034 and the mailing address shall be Post Office Box 343529, Homestead, Florida 33034.

**Article II**

The name and street address of the registered agent of this corporation is Mr. Gary Cohen, Esq. Shutts and Bowen, LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, or as may be designated from time to time by the corporation.

**Article III**

The period of duration of this corporation is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida.

**Article IV**

The members of the corporation, if any, shall be stated in the Bylaws. The method of election of the Board of Directors shall be stated in the Bylaws.

**FILED**  
**2006 JUN 15 PM 10:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

## Article V

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

- {1} To raise the economic, educational and social levels of the residents of the towns of Homestead and Florida City, FL and rural Miami-Dade County, Florida, including migrant and seasonal farmworkers and other minorities who are substantially unemployed, underemployed, or whose income is below Federal guidelines; to foster and promote community wide interest and concern for the problems of said residents to the end that: [a]. educational and economic opportunities may be expanded; [b] sickness, poverty, crime and environmental degradation may be lessened; and [c] racial tensions, prejudice and discrimination, economic and otherwise, may be eliminated.
- {2} To engage in community development activities which expand opportunities of said residents and groups to obtain adequate housing accommodations by constructing, rehabilitating and providing decent, safe and sanitary housing in the towns of Homestead and Florida City, FL and rural Miami-Dade County, Florida for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of this corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and/or the construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.
- {3} To further engage in community development activities which expand opportunities available to said residents and groups to own, manage and operate business opportunities in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.
- {4}. To aid, support and assist by gifts, contributions or otherwise other corporations, community chests, funds and foundations organized and operated exclusively for charitable and educational purposes, no part of the 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 to influence legislation.
- {5} To do 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, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

- {6} All the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that this 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.

#### **Article VI**

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal 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, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Article VII**

This corporation is organized exclusively for charitable and educational purposes. This corporation is not organized for nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits or dividends to the directors or officers 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 this corporation are irrevocably dedicated to charitable and educational purposes no part of which may inure to any individual.

#### **Article VIII**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

## **Article IX**

Upon winding up and dissolution of this corporation, the assets of this 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. No Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. If this 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 this corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

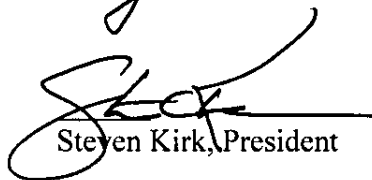
## **Article X**

In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, this corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

## **Article XI**

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 this corporation shall be indemnified by this 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 heirs, executors or administrators) may be entitled apart from this Article XII.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 18<sup>th</sup> day of May, 2006.

  
Steven Kirk, President



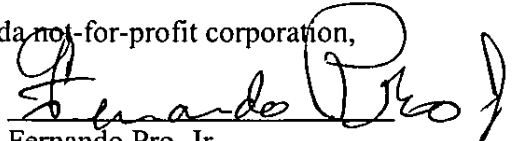
**CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

The undersigned, being the duly elected and acting Chairperson of EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED, hereby certifies that the foregoing was approved by not less than three-quarters of the active membership of the Board of Directors, which was obtained at a special meeting of the Board of Directors on May 18th, 2005, called for the purpose, with quorum present. The votes obtained were sufficient for approval under the Articles of Incorporation.

IN WITNESS WHEREOF, the corporation has caused these presents to be executed in its name and its corporate seal to be affixed by its Secretary on this 18<sup>th</sup> day of May 2005.

EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED,  
a Florida not-for-profit corporation,

By:

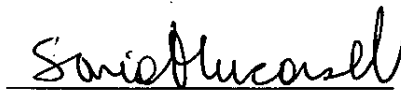
  
Fernando Pro, Jr.

Chairperson

SEAL

Attest:

By:



Sonia Murcarsel  
Secretary

STATE OF FLORIDA            )  
                                          ) SS:  
COUNTY OF MIAMI-DADE    )

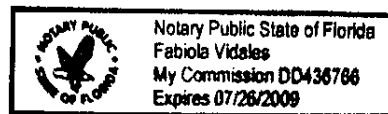
I HEREBY CERTIFY that on this 18th day of May, 2006, before me personally appeared, Fernando Pro, Jr. as Chairperson and, Sonia Murcarsel as Secretary, of EVERGLADES COMMUNITY ASSOCIATION, INCORPORATED, who are personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath and who executed the aforesaid Certification as their free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at , in the County of Miami-Dade, State of Florida, the day and year last aforesaid.



Notary Public

My Commission Expires:



**ACCEPTANCE OF [REDACTED] REGISTERED AGENT**

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 14<sup>th</sup> DAY OF June, 2006.

  
\_\_\_\_\_  
Gary Cohen