

L04000004311

(Requestor's Name)

OPA-LOCKA COMMUNITY
DEVELOPMENT CORPORATION
490 Opa-locka Boulevard, Suite 20 • Opa-locka, Florida 33054

(City/State/Zip/Phone #)

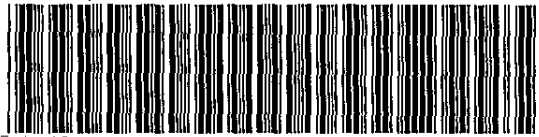
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
OLCDC Westview Terrace, LLC**

INTRODUCTORY PARAGRAPH: The original Articles of Organization for this Company were filed on January 12, 2004. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with the requirements outlined in Section 608.411, Florida Statutes.

The original Articles of Organization are hereby amended and restated to read as follows:

ARTICLE I - Company Name: The name of the Company is: OLCDC Westview Terrace, LLC

ARTICLE II - Mailing Address: The mailing address of this Company is:

C/O Opa-locka CDC
490 Opa-locka Blvd., Suite 20
Opa-locka , FL 33054

ARTICLE III - Street Address - The street address of the principal office of the Company is:

490 Opa-locka Blvd., Suite 20
Opa-locka , FL 33054

ARTICLE IV - Registered Agent: The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

John M. Little, Esq.
Legal Services of Greater Miami, Inc.
3000 Biscayne Blvd., Suite 500
Miami, FL 33137

ARTICLE V - Management: The Company shall be managed by its sole Member, Opa-locka Community Development Corporation, Inc.

ARTICLE VI - Purposes: This Company is organized exclusively to carry out the charitable purposes of Opa-locka Community Development Corporation, Inc. (the "Supported Organization") which is a Florida nonprofit corporation and which is an organization described in section 509(a)(1) and recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986. In carrying out

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these purposes the Company shall limit its activities to activities that provide relief to the poor, the distressed and the underprivileged; lessen the burdens of government; lessen neighborhood tensions; eliminate prejudice; eliminate discrimination; and combat community deterioration. All of its activities shall be exercised exclusively for charitable purposes in such a manner that the Company 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. Notwithstanding any other provision of these articles, this Company shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the IRS Code.

ARTICLE VII - 501(C)(3) Limitations

A. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable purposes.

B. **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 purposes, and except that any net surplus cash flow from the Company's activities can be used to support the activities of the Supported Organization. The property, assets, profits and net income of the Company are irrevocably dedicated to charitable purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Company shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Company any assets remaining after payment of all debts and liabilities shall be distributed to the Supported Organization but if the Supported Organization has already been dissolved then to another organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable purposes. If the Company 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 Company's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

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CLERK OF THE COURT
JULIA H. S. JONES

IN WITNESS WHEREOF, the undersigned sole member of the Company whereby executes the foregoing Amended and Restated Articles of Organization on the date indicated.

Member: Opa-locka Community Development Corporation, Inc.

By: Willie Logan, President

Date: 7/20/05

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of OLCDC Westview Terrace, LLC, in its Amended and Restated Articles of Organization, at the place designated therein, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

John M. Little, Esq.

Date: 7-18-05

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