

N000000003550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

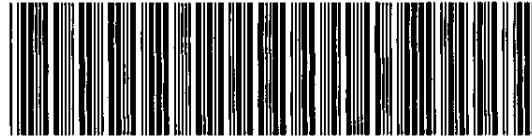
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



600234263356

05/07/12--01039--004 \*\*43.75

*Amended and  
Restated Act*

FILED  
12 MAY -7 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAY 14 2012  
T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Majestic's Youth & Arts Academy, Inc.

**DOCUMENT NUMBER:** N00000003550

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Phyllis W. Simpkins

(Name of Contact Person)

Majestic's Youth & Arts Academy, Inc.

(Firm/ Company)

(Address)

(City/ State and Zip Code)

majestics.vision@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Phyllis W. Simpkins

(Name of Contact Person)

at ( 786 ) 443-3277

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MAJESTIC'S YOUTH ✦ ARTS ACADEMY, INC.  
(A Florida Not for Profit Corporation)**

The undersigned, acting as incorporator of a corporation under Florida Not for Profit Statutes, Chapter 617.02, adopt the following amended and restated articles of incorporation for such corporation:

**ARTICLE I – NAME**

The name of the corporation shall be **Majestic's Youth ✦ Arts Academy, Inc.**, hereinafter referred to as the "Corporation".

**ARTICLE II- DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III – LOCATION OF OFFICE**

The location of the office of the Corporation shall be determined by the Board of Directors from time to time. The mailing address of the business shall be 1121 ATLANTIC AVENUE, OPA-LOCKA, FL 33054

**ARTICLE IV – PURPOSE**

The Corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any amended or future federal tax code.

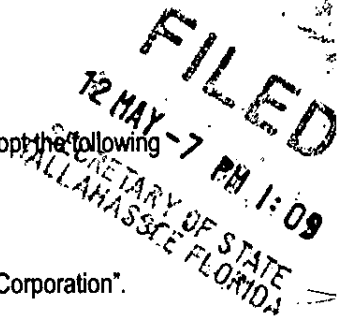
The purposes for which the Corporation, is organized as a cross-cultural performing arts agency created to meet the cultural needs, opportunities and education of at-risk youth residing in urban communities of Miami-Dade County; Specifically,

- (a) To offer youth comprehensive enrichment programs that include drama/theatre, dance/music, mentoring, life skills, internship, violence prevention and intervention services, substance abuse and drop-out prevention services.
- (b) To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code.

**ARTICLE V – NOT FOR PROFIT ORGANIZATION**

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, directors, officers of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.



No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of Corporation, the assets of the Corporation shall be distributed exclusively to one or more charitable exemption purposes within the meaning of the Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE VI – INDEMNIFICATION**

Each person now or hereafter a Director or Officer of the Corporation, and his or her heirs, executors and administrators, shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with, or resulting from any action, suit, proceeding, or claim to which he or she is or may be made a party by reason of his or her being, or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Director or Officer.

In the event of any other judgment against such Director or Officer, or in the event of a settlement, such indemnification shall be made only if the Corporation shall be advised either by the Board of Directors, if none of the persons involved shall be, or shall have been, a Director; or if otherwise, then by independent counsel to be appointed by the Board of Directors, that in its opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement is in the best interests of the Corporation. If the Board of Directors makes such determination, it may rely as to all questions of law upon the advice of independent counsel. The right of indemnification conferred by this Article shall not be deemed exclusive of any other right or contract of indemnification to which such Director or Officer may be entitled under any Bylaw, agreement, resolution, or otherwise.

#### **ARTICLE VII – LOCATION AND REGISTERED AGENT**

The office of the registered agent shall be 19000 NW 8<sup>th</sup> Court, Miami Gardens, Florida 33169 and the name of the registered agent at such address is Phyllis W. Simpkins.

#### **ARTICLE VIII – BOARD OF DIRECTORS/OFFICERS**

Initial directors, as indicated herein, are appointed. Additional directors may be elected at any time by a majority vote of the serving directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of the Corporation.

The Board of Directors is:

- |  |  |
|--|--|
| 1.) Phyllis W. Simpkins, Chairperson<br>1121 ATLANTIC AVENUE, OPA-LOCKA, FL 33054                              | 5.) Chondria N. Young, Secretary<br>1121 ATLANTIC AVENUE, OPA-LOCKA, FL 33054                                    |
| 2.) Darene Edwards, 1 <sup>st</sup> Vice-President<br>800 NW 198 <sup>th</sup> Street, Miami Gardens, FL 33169 | 6.) Patricia Coney, Correspondence Secretary<br>425 NW 210 <sup>th</sup> Street Apt#201, Miami Gardens, FL 33169 |
| 3.) Charles D. Maree, 2 <sup>nd</sup> Vice-President<br>3451 NW 212 Street, Miami Gardens, FL 33169            | 7.) Cynthia P. Hills-Hines, Treasurer<br>1121 ATLANTIC AVENUE, OPA-LOCKA, FL 33054                               |
| 4.) Christopher Pinkney, Public Relations Liaison<br>2321 NW 12 <sup>th</sup> Avenue, Pompano Beach, FL 33069  |  |

## **ARTICLE IX BYLAWS**

The Board is authorized to make, alter, amend, or repeal the Bylaws of the Corporation, and members shall have the authority to make, alter, amend, or repeal such Bylaws only as provided therein.

## **ARTICLE X LIMITATIONS**

The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, Board member or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article IV. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE XI - NAME OF INCORPORATOR**

The name and address of the initial incorporator is Phyllis W. Simpkins 1121 ATLANTIC AVENUE, OPA-LOCKA, FL 33054


## **ARTICLE XII DISTRIBUTION UPON DISSOLUTION**

Upon any dissolution of the Corporation under provisions of the laws of the State of Florida for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c) (3) of the Code, or any successor statutes, and which further the purposes set forth in Article V. In no event shall any of the Corporation's assets be distributed to the officers or Board members of the Corporation.

## **ARTICLE XIII AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two-thirds (2/3) of the Board of Directors, which vote must be ratified by a two-thirds (2/3) vote of the members of the Corporation upon thirty (30) days' written notice to each member of the Corporation. If any member of the Corporation does not vote on ratification of the proposed amendment within 45 (forty-five) days, then that member is presumed to be voting in approval of the proposal.

The undersigned incorporator(s) certifies that she/he/they execute(s) these articles for the purposes herein stated.

  
Phyllis W. Simpkins, Incorporator

## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT & OFFICE**

Pursuant to Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement designating the registered agent and office. The name and address of the registered agent is **Phyllis W. Simpkins, 19000 NW 8<sup>th</sup> Court, Miami Gardens, Florida 33169.**

Having been named the registered agent and accept service of the process for the above stated corporation at the place designated as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties. And, I am familiar with and accept the obligation of the position of Registered Agent.

  
Phyllis W. Simpkins, Registered Agent

Articles of Amendment  
to  
Articles of Incorporation  
of

Majestic's Youth & Arts Academy, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N00000003550

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

☒ X Change                      PT      John Doe  
☐ X Remove                      V      Mike Jones  
☐ X Add                              SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u> _____ _____ _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____ _____ _____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

See Attached



The date of each amendment(s) adoption: April 19, 2012

Effective date if applicable: Same

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

May 2, 2012

Signature

Phyllis W. Simpkins  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Phyllis W. Simpkins

(Typed or printed name of person signing)

Chairperson

(Title of person signing)