

N000000004819

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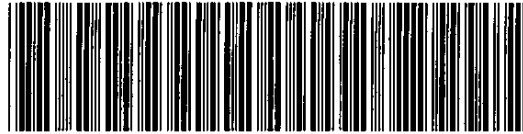
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2008 FEB -7 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

2-7-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Empowerment Alliance of Southwest Florida
Community Development Corp.

DOCUMENT NUMBER: N00000004819

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

Please return all correspondence concerning this matter to the following:

Dorothy Cook

(Name of Contact Person)

The Empowerment Alliance of SW Fla CDC

(Firm/ Company)

750 South Fifth Street

(Address)

Immokalee, FL 34142

(City/ State and Zip Code)

For further information concerning this matter, please call:

Dorothy Cook

(Name of Contact Person)

at (239) 658-3315

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2008

THE EMPOWERMENT ALLIANCE OF SOUTHWEST FLORIDA COMMUNITY
DEVELOPMENT CORPORATION
750 SOUTH FIFTH STREET
IMMOKALEE, FL 34142

SUBJECT: THE EMPOWERMENT ALLIANCE OF SOUTHWEST FLORIDA
COMMUNITY DEVELOPMENT CORPORATION
Ref. Number: N00000004819

We have received your document for THE EMPOWERMENT ALLIANCE OF
SOUTHWEST FLORIDA COMMUNITY DEVELOPMENT CORPORATION and
your check(s) totaling \$43.75. However, the enclosed document has not been
filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your
document accordingly.

The name of the entity must be identical throughout the document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 608A00005496

RECEIVED
2008 FEB -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

Articles of Incorporation
of

The Empowerment Alliance of Southwest Florida Community Development
(Name of corporation as currently filed with the Florida Dept. of State) Corporation

N00000004819

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II - Purposes - Add providing housing counseling as
a purpose

Article V - Board of Directors - Change representation from
low income areas, groups, etc. from 51% to one third of
Board.

(Attach additional pages if necessary)
(continued)

FILED
2008 FEB - 7 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
THE EMPOWERMENT ALLIANCE OF SOUTHWEST FLORIDA
COMMUNITY DEVELOPMENT CORPORATION**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of The Empowerment Alliance of Southwest Florida Community Development Corporation, all pursuant to the provisions of Sections 617.01011 through 617.2103 of the Florida Not For Profit Corporation Act ("Act").

ARTICLE I

Name

The name of the corporation is The Empowerment Alliance of Southwest Florida Community Development Corporation (the "Corporation").

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to, promoting job training and education, providing housing counseling, providing decent housing that is affordable, to foster low-income housing, and community development to the designated United States Department of Agriculture (USDA) Round II, Enterprise Community, which includes the communities of South Clewiston, Hookers Point, Harlem, Montura Ranch, Big Cypress and Immokalee Seminole Indian Reservations and specifically designated by the 1990 Census as census tracts 112.02, 113, 114 in Collier County and Block Numbering Area (BNA) 9602 in Hendry County. In these Articles, the term "I.R.C."

means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined

in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws. The Board of Directors will maintain at least one third of its governing board's membership for residents of low-income neighborhoods, other low-income community residents, or representatives of low-income neighborhood organizations. The Board of Directors will provide for a formal process for low-income program beneficiaries to advise the organization in its decisions regarding the design, siting, development, and management of affordable housing.

ARTICLE VI

Director Consent Actions

Any action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written

notice of any action so taken, and the written action is effective on the date specified in the written consent or when the last director signs the consent, whichever is later.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to those of the Corporation to the Community Foundation of Collier County if it is then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) and is not a private foundation as defined in I.R.C. Section 509(a), or if it is not so described or if it is no longer in existence to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX

Principal Office; Registered Office and Registered Agent

The mailing address of the principal office and the registered office of the Corporation is 750 South Fifth Street, Immokalee, Florida 34142. The registered agent at such address is Dottie Cook.

ARTICLE X

Certification

The undersigned Secretary of the Corporation hereby certifies that the foregoing Amended and Restated Articles of Incorporation do contain amendments to the Articles of Incorporation requiring member approval, and that said Amended and Restated Articles of Incorporation were adopted by the Board of Directors in accordance with the Act.

Executed this 3rd day of December 2007.

By: 

Jeff Barwick, Secretary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided in Section 617.0503, Florida Statutes.

Dated this 3rd day of December 2007.

Registered Agent

By: Dottie Cook
Dottie Cook

The date of adoption of the amendment(s) was: December 3, 2007

Effective date if applicable: December 3, 2007
(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(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.)

Edward R. Olesky

(Typed or printed name of person signing)

Chairman

(Title of person signing)

FILING FEE: \$35