

N00000006872

(Requestor's Name)

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(City/State/Zip/Phone #)

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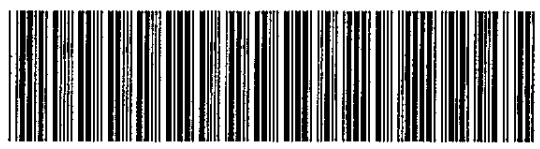
(Business Entity Name)

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05 MAR 17 PM 12:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

T BROWN MAR 18 2005



delancyhill

a professional association
attorneys-at-law

February 2, 2005

VIA U.S. MAIL

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

RE: ANCHORMINOTT FOUNDATION CORP

Dear Sir/ Madam:

Enclosed herein are the Amended Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$35.00 to cover the requisite filing fee, registered agent fee and certified copy fee. Please return the certified copy of the Amended Articles of Incorporation. If you have any questions please call me at (786) 777-0184.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

DELANCYHILL, P.A.

Marlon A. Hill



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 14, 2005

MARLON A. HILL
DELANCYHILL, P.A.
200 S. BISCAYNE BLVD., SUITE 2680
MIAMI, FL 33131

SUBJECT: ANCHORMINOTT FOUNDATION CORP.
Ref. Number: N00000006872

We have received your document for ANCHORMINOTT FOUNDATION CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 605A00010382



delancyhill

a professional association
attorneys-at-law

March 15, 2005

VIA U.S. MAIL

Teresa Brown
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ANCHORMINOTT FOUNDATION CORP

Dear Ms. Brown:

Enclosed herein are the Amended Articles of Incorporation on behalf of the captioned company. The document was corrected accordingly. Please return the certified copy of the Amended Articles of Incorporation. If you have any questions please call me at (786) 777-0184.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

DELANCYHILL, P.A.

Suzette A. Ashby
Legal Assistant to Marlon A. Hill

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANCHORMINOTT FOUNDATION CORP.
(a corporation not for profit)**

FILED
05 MAR 17 PM 12:50
CLERK OF THE
COURT
STATE OF FLORIDA

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. **NAME.**

The name of this corporation is

ANCHORMINOTT FOUNDATION CORP.

2. **PURPOSES.**

(a) This corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific, cultural and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and

other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this corporation shall be natural persons, of Twenty-One (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 20401 N.W. 2nd Avenue, Suite 207, Miami, Florida 33169.

6. **MEMBERS.**

This corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than four (4).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Andrew Minott

20401 NW 2nd Avenue

Suite 207

Miami, FL 33169

Judy Minott

20401 NW 2nd Avenue

Suite 207

Miami, FL 33169

Delroy Escoffrey

20401 NW 2nd Avenue

Suite 207

Miami, FL 33169

Charles Higgins

20401 NW 2nd Avenue

Suite 207

Miami, FL 33169

Successors shall be elected pursuant to the By-laws of the corporation.

7. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Delroy Escoffrey, 20401 NW 2nd Avenue, Suite 207, Miami, FL 33169.

8. BY-LAWS.

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

CERTIFICATE

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

AnchorMinott Foundation Corp., desiring to organize under the laws of the State of Florida, with its principal office at 20401 NW 2nd Avenue, Suite 207, Miami, FL 33169, has named Delroy Escoffrey, 20401 N.W. 2nd Avenue, Suite 207, Miami, FL 33169, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Delroy Escoffrey, hereby states that he is familiar with, and accepts, the obligations of such appointment.

Date: March 10, 2005

DIRECTOR/OFFICER

By: 

Delroy Escoffrey