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*Attn: Darlene; per our phone conversation, if you can possibly ensure this fax filing is done + evidence faxed back to us by NOON tomorrow, it would be appreciated. Also ensure it has 3/10/09 as the file date * Thank you! Ricky Soto

3/10/2009 4:48 PM

To:
Subject: 001646.101298

From: Ricky Soto

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850-617-6381

3/11/2009 11:15:47 AM PAGE 1/001 Fax Server



Carer

March 11, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.
P.O. BOX 821514
SOUTH FLORIDA, FL 33082-1514US

SUBJECT: OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.
REF: N01000005301

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
3/10/09

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE ADOPTION OF A NONPROFIT CORPORATION'S ARTICLES OF AMENDMENT MUST INCLUDE A STATEMENT CONCERNING ADOPTION BY MEMBERS IN ADDITION TO DIRECTORS. STATE EITHER THAT THE AMENDMENT WAS ADOPTED BY THE MEMBERS AND GIVE THE DATE OF ADOPTION OR STATE THAT "NO MEMBERS ARE ENTITLED TO VOTE".

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

FAX Aud. #: H09000056320
Letter Number: 709A00008324

RECEIVED
2009 MAR 13 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
3/10/09

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
3/10/09

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.**

FILED
09 MAR 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OPTIMIST CLUB OF WEST PEMBROKE PINES, INC., a not for profit corporation organized and existing under the laws of the State of Florida (the "Organization"), hereby certifies as follows:

1. The name of the Organization is **OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.** The date of the filing of the Organization's original Articles of Incorporation with the Secretary of State of the State of Florida was January 6, 1994 (the "Original Articles of Incorporation").
2. These Amended and Restated Articles of Incorporation ("Articles of Incorporation" or these "Articles") amend, restate and supersede provisions of the Original Articles of Incorporation, and (i) was duly adopted by the Board of Directors of the Organization (the "Board", each member of the Board herein referred to as a "Director") in accordance with the provisions of Sections 617.01201(6)(a), 617.0401, 617.0821(1), 617.1001, 617.1002(1)(a), 617.1006(4) and 617.1007 of the Florida Statutes, (ii) was declared by the Board to be advisable and in the best interests of the Organization, (iii) was submitted to a vote by the Board in accordance with Section 617.0821(1) of the Florida Statutes, and (iv) was duly adopted by a majority of the Organization's Directors entitled to vote thereon, consenting to the adoption of these Articles in place of the Original Articles of Incorporation.
3. The text of the Original Articles of Incorporation is hereby amended and restated in its entirety in these Articles to read as follows:

**ARTICLE I
NAME**

The name of the Organization is: **OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and street address of the Organization is: **17053 N.W. 10th Street, Pembroke Pines, Florida 33028** in the county of Broward.

**ARTICLE III
PURPOSE**

Said Organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to individuals and organizations that

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qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), or corresponding section of any future federal tax code.

ARTICLE IV
LIMITATIONS

At all times, the following shall be considered conditions that restrict the operations and activities of the Organization:

- A. No part of the net earnings of the Organization shall inure to any member of the Organization not qualifying as exempt under Section 501(c)(3) of the Code, nor to any Director or officer of the Organization, nor to any other private persons except those persons receiving such reasonable compensation that the Organization shall pay for as services rendered on behalf of the Organization or allowed by the Organization as a reasonable allowance for authorized expenditures incurred on behalf of the Organization;
- B. No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Organization shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- C. Notwithstanding any other provision of these Articles, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code;
- D. The Organization shall not lend any of its assets to any officer or Director of the Organization nor allow an officer or Director of the Organization to guarantee payment of a loan to any person; and
- E. The Organization (i) will distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code, (ii) will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code, (iii) will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code, (iv) will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code, and (v) will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

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ARTICLE V
REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Organization is Mario Perez. The address of the registered office of the Organization is 4403 West Tradewinds Avenue, Lauderdale By The Sea, Florida 33308.

ARTICLE VI
PERPETUAL EXISTENCE

The Organization shall have a perpetual existence. The Organization commenced its existence on January 6, 1994 upon the filing of the Original Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VII
DIRECTORS

- A. The Organization shall have no voting shareholders.
- B. The property, business and affairs of the Organization shall be managed at all times under the direction of the Organization's Board, whose operations in governing the Organization shall be defined by these Articles, the Organization's Bylaws, and Chapter 617 of the Florida Statutes.
- C. All of the duties and powers of the Organization as provided in these Articles and the Organization's Bylaws shall be exercised exclusively by each Director.
- D. Each Director shall serve until the next annual meeting of the Directors of the Organization pursuant to the Bylaws of the Organization.
- E. No Director shall have any right, title, or interest in or to any property of the Organization.
- F. The title, name and mailing address of each person elected as Director of the Organization is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Vincent Grippa	17053 N.W. 10 th Street Pembroke Pines, Florida 33028

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Director	Robert Goldberg	3208 S.W. 175 th Avenue Miramar, Florida 33029
Director	Mario Salceda	19090 S.W. 7 th Street Pembroke Pines, Florida 33029
Director	Mario Perez	16137 S.W. 15 th Street Pembroke Pines, Florida 33027
Director	Mario Costa	1500 S.W. 98 th Avenue Pembroke Pines, Florida 33025

ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of the Organization shall be personally liable for the debts or obligations of this Organization of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of the Organization.

ARTICLE IX
AMENDMENTS

The Organization reserves the right to amend, alter or repeal any provisions contained in these Articles from time to time and at any time in the manner now or hereafter prescribed in these Articles, the Organization's Bylaws and by the laws of the state of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE X
DISSOLUTION

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a court of competent jurisdiction in Broward County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XI
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. A written consent of the majority of Directors of the Organization is expressly required to adopt, amend or repeal the Bylaws of the Organization.
- B. Elections of a Director of the Organization need not be by written ballot unless the Bylaws of the Organization shall so provide.
- C. The books of the Organization may be kept at such place within the state of Florida as the Bylaws of the Organization may provide or as may be designated from time to time by the Directors of the Organization.
- D. Meetings of the Directors may be held within or without the state of Florida, as the Bylaws or Florida Statutes may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of shares of the Organization shall be provided in the Organization's Bylaws to be adopted.
- F. All shares of the Organization are subject to the Organization's Bylaws containing numerous restrictions on the rights of shareholders of the Organization and the transferability of shares of the Organization.
- G. There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

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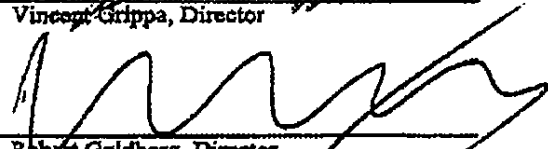
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WE, THE UNDERSIGNED, being the Directors of the Organization, for the purpose of amending and restating the Organization's Articles of Incorporation pursuant to the laws of the state of Florida, do make this Amended and Restated Articles of Incorporation, hereby declaring and certifying that the acts, deeds and facts herein stated are true, and accordingly have hereunto been set and sealed on this 25 day of February, 2009.

DIRECTORS:



Vincent Grippa, Director



Robert Goldberg, Director



Mario Salceda, Director



Mario Perez, Director



Mario Costa, Director

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 617.0501 and 617.0502 of the Florida Statutes, the undersigned not for profit organization created pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Organization is: **OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.**
2. The name and address of the registered agent and office is:

Attention: **Mario Perez**
4403 West Tradewinds Avenue
Lauderdale By The Sea, Florida 33308.

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617 of the Florida Statutes.



Mario Perez

Date: February 25 2009

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