

9/14/21, 4:04 PM

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H21000340276 3)))



H2100034027634BCZ

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6330

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
Account Number : I20000000145  
Phone : (305)444-4994  
Fax Number : (305)444-4977

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

September 16, 2021

OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.  
17053 NW 10TH STREET  
PEMBROKE PINES, FL 33028US

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

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.

You failed to make the correction(s) requested in our previous

Do you like this letter? Y/N

letter.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist III

FAX Aud. #: H21000340276  
Letter Number: 321A00022439

Do you like this letter? Y/N

850-617-6381

9/15/2021 11:33:37 AM PAGE 1/001 Fax Server



September 15, 2021

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.  
17053 NW 10TH STREET  
PEMBROKE PINES, FL 33028US

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

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 document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist III

FAX Aud. #: H21000340276  
Letter Number: 521A00022256

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

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

1. The name of the Corporation is OPTIMIST CLUB OF WEST PEMBROKE PINES, INC. The date of the filing of the Corporation'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. The Original Articles of Incorporation were amended and restated by the filing of an Amended and Restated Articles of Incorporation on March 10, 2009 (the "**A&R Articles of Incorporation**").
3. These Second Amended and Restated Articles of Incorporation ("**Articles of Incorporation**" or these "**Articles**") amend, restate and supersede provisions of the Original Articles of Incorporation and A&R Articles of Incorporation, and (i) was duly adopted by the Board of Directors of the Corporation (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 Corporation, (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 Corporation's Directors entitled to vote thereon, consenting to the adoption of these Articles in place of the Original Articles of Incorporation.
4. The Corporation has no Members. Accordingly, there are no Members entitled to vote on the adoption of these Articles of Incorporation.
5. The text of the A&R 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 Corporation is: OPTIMIST CLUB OF WEST PEMBROKE PINES, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal office and street address of the Corporation is: 701 SW 172<sup>nd</sup> Avenue, Pembroke Pines, Florida 33029.

ARTICLE III  
PURPOSE

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

- A. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Code, nor to any Director or officer of the Corporation, nor to any other private persons except those persons receiving such reasonable compensation that the Corporation shall pay for as services rendered on behalf of the Corporation or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;
- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation 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 Corporation 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 Corporation shall not lend any of its assets to any officer or Director of the Corporation nor allow an officer or Director of the Corporation to guarantee payment of a loan to any person; and
- E. The Corporation (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.

ARTICLE V  
REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Corporation is Ronny Delgado. The address of the registered office of the Corporation is 701 SW 172<sup>nd</sup> Avenue, Pembroke Pines, Florida 33029.

ARTICLE VI  
PERPETUAL EXISTENCE

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

TITLE	NAME	ADDRESS
Director	Ronny Delgado	701 SW 172 <sup>nd</sup> Avenue Pembroke Pines, FL 33029
Director	Melvin Figueroa	701 SW 172 <sup>nd</sup> Avenue Pembroke Pines, FL 33029
Director	Adam Blanco	701 SW 172 <sup>nd</sup> Avenue Pembroke Pines, FL 33029

ARTICLE VIII  
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of the Corporation shall be personally liable for the debts or obligations of this Corporation 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 Corporation.

ARTICLE IX  
AMENDMENTS

The Corporation 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 Corporation's Bylaws and by the laws of the State of Florida.

ARTICLE X  
DISSOLUTION

Upon the dissolution of the Corporation, 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.

ARTICLE XI  
MISCELLANEOUS



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

- A. A written consent of the majority of Directors of the Corporation is expressly required to adopt, amend or repeal the Bylaws of the Corporation.
- B. Election of a Director of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- C. The books of the Corporation may be kept at such place within the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Directors of the Corporation.
- D. Meetings of the Directors may be held within or without the state of Florida, as the Bylaws or Florida Statutes may provide.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK

SIGNATURE PAGE TO FOLLOW]

WE, THE UNDERSIGNED, being the Directors of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the state of Florida, do make this Second 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 5<sup>th</sup> day of August, 2021

**DIRECTORS**

  
\_\_\_\_\_  
Ronny Delgado, Director  
\_\_\_\_\_  
Melvin Figueroa, Director  
\_\_\_\_\_  
Adam Blanco, Director