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# NEIGHBORHOOD INVESTMENT CORPORATION

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November 2, 2004

Florida Department of State  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **NEIGHBORHOOD INVESTMENT CORPORATION**  
**Doc. Number: N02000001430**  
**Amended Articles of Incorporation to Correct Name**

To Whom It May Concern:

Neighborhood Investment Corporation submitted Amended Articles of Incorporation to your office in November 2003. However, it was returned to us with the attached letter.

The current name legal name of our corporation is NEIGHBORHOOD Investment Corporation and not NEIGHBORHOOD Investment Corporation. One of the amendments to the Articles we submitted was intended to change the name of the Corporation to the correct spelling which is Neighborhood Investment Corporation.

When we initially submitted to Amended Articles of Incorporation in November 2003, we placed "NEIGHBORHOOD" Investment Corporation at the top of the document, and not NEIGHBOORHOOD as we are currently named.

There is a dissolved corporation named NEIGHBORHOOD Investment Corporation, which is the corporation you referred to in your correspondence to us.

We are hereby re-submitting these Amended Articles of Incorporation for Neighborhood Investment Corporation. Your assistance in clearing up this matter is greatly appreciated.

Sincerely,

  
Carol A. Gardner, CPA  
President



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 16, 2004

CAROL A. GARDNER  
NEIGHBORHOOD INVESTMENT CORPORATION  
675 N.W. 56TH ST., BLDG.C  
MIAMI, FL 33127

SUBJECT: NEIGHBORHOOD INVESTMENT CORPORATION  
Ref. Number: N02000001430

We have received your document for NEIGHBORHOOD INVESTMENT CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

The registered agent must sign accepting the designation.

PLEASE ENTITLE YOUR DOCUMENT RESTATED ARTICLES OF INCORPORATION OR USE THE NON PROFIT AMENDMENT FORM WITH THE DOCUMENTS AS ATTACHMENTS.

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) 245-6882.

Maryanne Dickey  
Document Specialist

Letter Number: 404A00065147



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 15, 2003

NEIGHBORHOOD INVESTMENT CORPORATION  
645 NW 62ND STREET  
SUITE 300  
MIAMI, FL 33150

SUBJECT: NEIGHBORHOOD INVESTMENT CORPORATION  
Ref. Number: P95000027884

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

In order to file your document, the subject entity must first be reinstated.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 703A00067120

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

NEIGHBORHOOD INVESTMENT CORPORATION

(present name)

NO2000001430

(Document Number of Corporation (If known))

FILE COPY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JAN - 5 PM 3:56

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.) \* (See amended documents )

ARTICLE I should read:

NEIGHBORHOOD INVESTMENT CORPORATION

SECOND: The date of adoption of the amendment(s) was: NOVEMBER 5, 2003

THIRD: Adoption of Amendment (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.

Carol Gardner

Signature of Chairman, Vice Chairman, President or other officer

CAROL A. GARDNER

Typed or printed name

PRESIDENT

Title

NOV. 6, 2003

Date

Neighborhood Investment Corporation  
345 N.W. 62<sup>nd</sup> Street, Suite 300  
Miami, FL 33150  
33-0398501

**AMENDED ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**FILED**  
05 JAN -5 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida acknowledge and file these Amended Articles of Incorporation in the office of the Secretary of State of the State of Florida:

**ARTICLE I - NAME**

The name of the corporation shall be Neighborhood Investment Corporation. For convenience, the corporation shall be referred to herein as the "Corporation."

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 547 Northwest 9<sup>th</sup> Avenue, Fort Lauderdale, Florida 33311. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

*\*Change to: 675 NW 56<sup>th</sup> Street 1-5-05  
BHDGC.*

*Miami, FL 33127*

**ARTICLE III - PURPOSES AND POWERS**

**Section 1 - Purposes**

This Corporation is organized and shall be operated as a corporation not for profit exclusively for charitable and educational purposes, including for such purposes, but not limited to:

(a) engaging in activities to alleviate racial and economic discrimination and combat community deterioration in various inner-city communities of Broward County, Florida, areas of substantial unemployment and other economic deprivation, by:

(i) assisting disadvantaged youth, particularly disadvantaged black youth in the inner-city areas;

(ii) assisting disadvantaged individuals in the inner-city areas to have a full range of economic and job opportunities;

(iii) assisting business located in and adjacent to the inner-city areas which will hire and train disadvantaged individuals residing in the inner-city areas;

(b) engaging in other charitable and educational programs in furtherance of the above purpose, including making distributions to organizations which qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code (herein referred to as the "Code").

## Section 2 - Powers

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify for and maintain its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501 (c) (3) of the Code and which is other than a private foundation by reason of being described in Sections 509 (a) (1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. To this end, the Corporation shall have all powers generally granted to not for profit corporations under Florida law, including but not limited to the following:

Neighborhood Investment Corporation  
645 N.W. 62<sup>nd</sup> Street, Suite 300  
Miami, FL 33150  
Q3-0398501

(i) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures; and to secure the payment of performance of its obligations;

(ii) to receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(iii) to enter into contracts and joint ventures with any person, firm, association, corporation, municipality, country, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing;

(iv) to organize subsidiary or affiliated organizations;

(v) to perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) no part of net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay compensation in a reasonable amount for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article;

(ii) the Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501 (c) (3) of the Code;



Neighborhood Investment Corporation  
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Miami, FL 33150  
03-0398501

(iii) 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;

(iv) notwithstanding any other provisions contained herein, the Corporation shall not conduct or carry on any activities which are prohibited to an organization exempt under section 501 (c) (3) of the Code, or by an organization to which contributions are deductible under Section 170 (c) (2) of the Code.

#### **ARTICLE IV - MANNER OF ELECTION**

(a) The initial directors of the Corporation shall be the Directors of the Corporation.

(b) Each director of the Corporation shall have one (1) vote.

(c) The directors of the Corporation may elect additional members, who shall be individuals who subscribe to the Corporation's purposes as set forth herein. Additional directors shall be elected by a majority vote of the members.

#### **ARTICLE V - INITIAL BOARD OF DIRECTORS**

The following persons shall constitute the initial Board of Directors of the Corporation, and they shall hold office in accordance with the Corporation's Bylaws:

##### **NAME**

##### **ADDRESSES**

Mrs. Carol Gardner

6195 NW 186<sup>th</sup> Street, Miami, FL 33015

Mr. Lorenzo Simmons

19830 NW 4<sup>th</sup> St, Pembroke Pines, FL 33029

Mrs. Sarah Parker

2711 NW 1<sup>st</sup> Ct, Pompano Beach, FL 33069

Rev. Hamilton Taitt

2321 SW 135<sup>th</sup> Ave, Miramar, FL 33027

Neighborhood Investment Corporation  
645 N.W. 62<sup>nd</sup> Street, Suite 300  
Miami, FL 33150  
Q3-0398501

Dr. Pauline Foster-Grant

273 S. SR 7, #277, Margate, FL 33068

#### **ARTICLES VI - EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VII – DISSOLUTION**

Upon dissolution of the Corporation or a winding up of the Corporation's affairs, the assets of the Corporation shall be distributed exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors may determine, preferably to the Tacolcy Economic Development Corporation, Incorporated, a Florida corporation not for profit, if it is a qualified organization at the time of such distribution. An organization shall be deemed to be "qualified" for the purposes stated herein only if at the time of distribution to it of such assets it is operated exclusively for the purposes described Section 170 (c) (2) (B) of the Code and is described in section 501 (c) (3) of the Code. Any of such assets not so distributed shall be distributed by the circuit court of the county in which the principal office of the corporation is then located, exclusively for aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

#### **ARTICLES VIII - DIRECTORS**

(a) The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall be appointed by the incorporator of the Corporation. In the future the number of

Neighborhood Investment Corporation  
645 N.W. 62<sup>nd</sup> Street, Suite 300  
Miami, FL 33150  
03-0398501

Directors will be determined from time to time in accordance with the provisions of the Corporation's Bylaws.

(b) Members of the Board of Directors, other than the initial Directors, shall be elected every two years by majority vote of the Board of Directors.

(c) The number of Directors to be elected, their qualifications, the manner of their election and their respective terms shall be as set forth in the corporation's Bylaws.

#### **ARTICLE IX - BYLAWS**

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation.

#### **ARTICLE X - AMENDMENTS**

Proposals for the alteration, amendment or rescission of these Articles of Incorporation shall be made by a majority of the Board of Directors or by a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, shall be filed with the secretary of the corporation by the Board of Directors or by a majority of the voting members, and shall be delivered to the president, who shall thereupon call a special meeting of the Corporation not less than ten (10) days nor more than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of a majority of the Board of Directors shall be required for adoption of the requested alteration, amendment or rescission.

#### **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any person against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may be a party, or in which he may become involved by reason of his being or having been a director, officer, employee or agent of the Corporation, or serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, at the time such expenses were incurred, except in such cases wherein such director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer, employee or agent may be entitled. The Board of Directors may purchase liability insurance to insure all directors, officers, employees or agents, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

#### **ARTICLE XII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial Registered Agent is:

Marcia Griffin, 1670 New Haven Point Lane, West Palm Beach, Florida 33411.

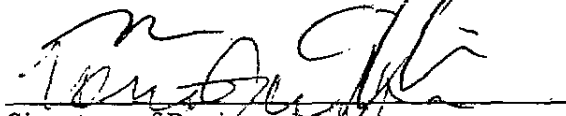
Neighborhood Investment Corporation  
645 N.W. 62<sup>nd</sup> Street, Suite 300  
Miami, FL 33150  
G3-0398501

ARTICLE XIII - INCORPORATOR

The name and address of the Incorporator is:

Carol Gardner, 6195 NW 186<sup>th</sup> Street, Miami, Florida 33015.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

12/1/04  
12/1/03  
\_\_\_\_\_  
Date

Carol Gardner  
\_\_\_\_\_  
Signature of Incorporator

12/01/03  
\_\_\_\_\_  
Date

Carol Gardner

12/1/04