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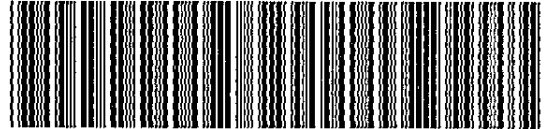
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2005 DEC 27 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
C. Coulliette JAN 04 2006

COCONUT GROVE



COLLABORATIVE
INCORPORATED

December 20, 2005

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

Re: Articles of Amendment.

Dear Sir/Madam;

Enclosed are the Articles of Amendment for our corporation. Please file this document in Florida's official corporate records. Enclosed is a check for \$35 to pay the required fee. Contact me if you need information or assistance.

Sincerely yours.

Jihad Rashid,

A handwritten signature in black ink that reads 'Jihad Rashid' in a cursive style.

President

Coconut Grove Village West - "A Better Place to Be"

3628 Grand Avenue • Miami, FL 33133 • Tel: 305.445.2418 • Fax 305.445.2674
www.cgcollaborative.org

ARTICLES OF AMENDMENT
Coconut Grove Collaborative, Inc.
(A Florida Not for Profit Corporation)
Document Number: N02000001976

FILED
2005 DEC 27 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION

There are no members or members entitled to vote on the amendments. These amendments were adopted by the board of directors of this Corporation at a regular meeting with a quorum being present which was held on November, 2005. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the Coconut Grove Collaborative, Inc. are hereby amended as follows:

1. Article II of the Articles of Incorporation is hereby replaced. The new Article II reads as follows:

Article II -
Principal Office

The address of the principal office, as well as the mailing address of the corporation shall be 3628 Grand Avenue, Miami, FL 33133.

2. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows: Article III -

Corporate Purposes

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- A. To provide relief to the poor, the distressed and the underprivileged by undertaking efforts and engaging in activities to create jobs, eliminate blight, provide affordable housing, and provide needed services.

B. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.

D. To engage in educational activities.

E. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

F. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

G. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

H. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

G. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3. Article IX of the Articles of Incorporation is hereby replaced. The new Article IX reads as follows:

Article IX
501(c)(3) Limitations

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

COCONUT GROVE COLLABORATIVE, INC.

By:


Jihad S. Rashid, President & CEO

Date:

20 Dec 2005