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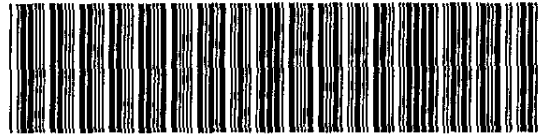
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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Immigrants Rights Advocacy Center, Inc.**

The Articles of Incorporation of Immigrants Rights Advocacy Center, Inc., a Florida Not for Profit Corporation as amended by the Amendments to the Articles of Incorporation dated July 5, 2005 are hereby amended and restated in their entirety pursuant to Section 617.1006 of the Florida Statutes by the following Amended and Restated Articles of Incorporation which have been adopted, unanimously by the Board of Directors of the Corporation.

FIRST: The name of the corporation (hereinafter called the "**Corporation**") is
Immigrants Rights Advocacy Center, Inc.

SECOND: The mailing address of the Corporation shall be:

Immigrants Rights Advocacy Center, Inc.
2014 Santa Barbara Blvd.
Naples, Florida 34116

The principal place of business of the Corporation shall be:

Immigrants Rights Advocacy Center, Inc.
2014 Santa Barbara Blvd.
Naples, Florida 34116

THIRD: The name and Florida street address of the initial registered agent of the Corporation are:

FRANK RODRIGUEZ
2014 SANTA BARBARA BLVD.
NAPLES, FLORIDA 343116

FOURTH: The purpose of this Florida Not For Profit Corporation is to work with law enforcement agencies by serving as a liaison between victims and law enforcement agencies, to provide referral and other necessary services to victims of human trafficking and related abuse to provide speakers for community organizations regarding the problems related to human trafficking, to raise Florida communities awareness regarding human trafficking problems in Florida and across the United States, to provide information as to the resources available in the community if human trafficking is suspected, and for the corporation to exercise all right, privileges and powers and have the benefit of all immunities as may be

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given to or enjoyed by not for profit corporations organized under the Act subject only to the limitations set forth herein and in the Articles. The Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of, or in opposition to, any candidate for political office.

Notwithstanding any other provision of these by-laws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

FIFTH: The Corporation elects to have no members. Accordingly, no meeting or vote of members shall be required for this Corporation. Any action, which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors. All rights which otherwise would vest in the members shall vest in the Board of Directors.

SIXTH: The number of directors of the corporation shall be no less than three (3). Each director, except for the current directors who shall serve until the next annual meeting in 2006, shall hold office for a three (3) year term or until his or her successor shall have been elected and qualified. No director may serve for more than six years. The number of directors may be increased or if increased to more than three, decreased back to three, from time to time, by amendment of this Section, but no decrease shall have the effect of reducing the number of directors to less than three. The directors are:

Yolanda Dustin
Albert Pina
Porfiria Ramirez
Priscilla Duprey

At least one of the directors shall be (i) a representative of the community at large, (ii) a representative of social services and educational government agencies, and (iii) a representative from social service and community based organizations that serve the needs of victims of human trafficking and in any event the majority of the directors shall be persons representative of the community served who do have a business, family, or financial interest in the organization and are neither related or salaried.

SEVENTH: 1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented.

EIGHTH:

Distribution. In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making any provision for the payment of all of the liabilities of the corporation to be distributed as follows: (a) to organization(s) with similar purposes which qualify as an entity exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as such may be amended from time to time, (b) to any entity, which qualifies as an entity exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as such may be amended from time to time, or (c) for exempt purposes or to the federal, state, or local government for a public purpose. Any of such assets not so distributed shall be as distributed by the Circuit Court of the County in which the principal office of the Corporation is then located.

No Benefit. No part of the assets of this corporation may inure to the benefit of any private corporation, member, director, or any other private individual or entity.

NINTH: These Amended and Restated Articles of Incorporation may be further amended by a vote of 2/3's of the directors in office at the time the amendment is adopted, provided that no amendment shall substantially change the original purpose of the Corporation.

TENTH: The effective date for these Amended and Restated Articles of Incorporation shall be December 6, 2005. The corporation shall have no members.

Signed on December 1, 2005

Holanda Austin
Print Name
President
Title