

ALBRITTON

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Collective Empowerment Group of South Florida, Inc.

**DOCUMENT NUMBER:** N04000006610

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Antonio Prado  
Executive Director

\_\_\_\_\_  
(Name of Contact Person)

P. O. Box 557035

\_\_\_\_\_  
(Firm/ Company)

Miami, FL 33255

\_\_\_\_\_  
(Address)

Miami, FL 33255

\_\_\_\_\_  
(City/ State and Zip Code)

tonyp6405@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Antonio Prado

at (305) 773-0178

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|---|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

NO4000006610  
**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF**

**COLLECTIVE EMPOWERMENT GROUP OF SOUTH FLORIDA, INCORPORATED**

**(A Florida Not for Profit Corporation)**

Document No. N-04000006610

**FILED**  
2016 FEB 25 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.1002, 617.1006 and 617.007 Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment and restatement of its articles of incorporation.

**MANNER OF ADOPTION:**

These Amended and Restated Articles of Incorporation were adopted by the board of directors of this corporation at a meeting held on January 14, 2016 wherein the board also directed that the said Amended and Restated Articles of Incorporation be submitted to a vote at a meeting of members entitled to vote thereon. The number of votes cast in favor of the same at said board meeting was sufficient to meet the requirements for approval of the existing Articles of Incorporation, bylaws and the applicable laws of the State of Florida.

These Amended and Restated Articles of Incorporation were also adopted by the members entitled to vote at a meeting held on January 22, 2016 and the number of votes cast in favor of the same at said members meeting was sufficient to meet the requirements for approval of the existing Articles of Incorporation, bylaws and the applicable laws of the State of Florida.

**THE AMENDMENTS**

The Articles of Incorporation of **COLLECTIVE EMPOWERMENT GROUP OF SOUTH FLORIDA, INCORPORATED** are hereby amended and restated as follows:

**A. NAME OF CORPORATION:** The name of the corporation is **COLLECTIVE EMPOWERMENT GROUP OF SOUTH FLORIDA, INCORPORATED**

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 6001 NW 8<sup>th</sup> Avenue, Miami, Florida 33127

**C. MAILING ADDRESS:** The mailing address of the corporation is 6001 NW 8<sup>th</sup> Avenue, Miami, Florida 33127

**D. REGISTERED AGENT:** The name of the registered agent of the Corporation is Dr. Joaquin Willis. The address of this registered agent is 6001 NW 8<sup>th</sup> Avenue, Miami, Florida 33127.

**E. DURATION/MEMBERSHIP:** The period of duration of this Corporation is perpetual. This Corporation shall have no voting members. The qualifications for non-voting members, if any, and the manner of their admission and governance shall be stated and regulated by the bylaws.

**F. BOARD OF DIRECTORS:** The qualifications, method of selection, term of office, number (which shall not be less than three as required by Florida law) and manner of governance of directors shall be stated and regulated by the bylaws.

**G. CORPORATE PURPOSES:** This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation shall be authorized to do all lawful acts and things requisite, necessary, proper, and desirable to carry out and further the objects and purposes for which this Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, subject however to the requirements and limitations of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to the other limitations provided in these Articles of Incorporation.

**I. 501(c)(3) LIMITATIONS**

**1. CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this Corporation 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.

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

**3. 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 (if any) thereof, or to any individual, except that the Corporation shall be authorized to pay reasonable compensation for services actually performed and to make payments and other distributions (including payments and distributions to its affiliates), provided all such compensation, payments and/or distributions are made to further the purposes of the Corporation set forth in Section G. above. 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.

**4. 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 or in opposition to any candidate for public office.

**5. 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 or the corresponding provision of any future United States Internal Revenue law to be used exclusively for charitable, religious, educational and/or scientific 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.

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

a.) 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.

b.) 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.

c.) 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.

d.) 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.

e.) 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.

**J. INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding (including appeals thereof) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, trust or other enterprise shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, employee or agent is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent (and his/her heirs, executors and administrators) may be entitled apart from this Article.

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**EXECUTION**

I hereby certify that these Amended and Restated Articles of Incorporation of **Collective Empowerment Group of South Florida, Incorporated** were adopted by the members and the board of directors and, in each case, the number of votes casts in favor of the same was sufficient for approval.

By: Robert Joaquin Willis  
Dr. Joaquin Willis, President

Date: January 22, 2016

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **COLLECTIVE EMPOWERMENT GROUP OF SOUTH FLORIDA, INCORPORATED**, a Florida not for profit corporation.

Robert Joaquin Willis  
Dr. Joaquin Willis

Date: January 22, 2016