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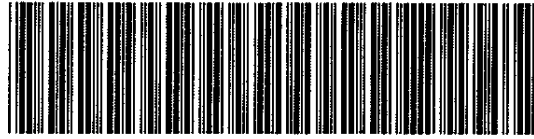
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amended & Restated

TB 10/16/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Homeschoolers of Miami Enrichment, Inc.

DOCUMENT NUMBER: NO4000007702

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

Please return all correspondence concerning this matter to the following:

Dorothy Essington
(Name of Contact Person)

(Firm/ Company)

55 NE 100th ST.
(Address)

Miami Shores, FL 33138
(City/ State and Zip Code)

For further information concerning this matter, please call:

Dorothy Essington at (305) 754-6719
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is 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

Articles of Amendment
to
Articles of Incorporation
of

Homeschoolers of Miami Enrichment, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

N 0400000 7702

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

^{Amended + Restated}
Please see attached ^{Amended + Restated} Articles of Incorporation as articles ~~III - X~~ are amended and added. These ^{Amended + Restated} Articles of incorporation are completely different from the ones originally filed.

Assuming that amendment to change name ~~was~~ which took place 5/21/2007 also reflected in the Articles, then Article I, II & III are the same.

Article VI - amended

Article VIII - amended

Article IX - added

Article X - added

(Attach additional pages if necessary)
(continued) ✓

2008 OCT -9 PM 3:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
ARTICLES OF INCORPORATION
OF

Homeschoolers of Miami Enrichment, Inc.
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I. NAME OF CORPORATION: The name of the corporation is: Homeschoolers of Miami Enrichment, *Inc.*

Article II. PRINCIPAL OFFICE: The principal office of the corporation is located at 55 NE 100th St. Miami Shores, FL 33138.

Article III. MAILING ADDRESS: The mailing address of the corporation is 55 NE 100th St. Miami Shores, FL 33138.

Article IV. REGISTERED AGENT: The name of the registered agent of the corporation is: Dorothy Essington, 55 NE 100th St. Miami Shores, FL 33138.

Article V. DURATION: The period of duration is perpetual and regulated by the bylaws.

Article VI. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

Title: Board Chair: Jannet Dannon-Mairena, 45 NW 96 St, Miami Shores, FL 33150.

Title: Board Co-Chair: Dorothy Essington, 55 NE 100th St. Miami Shores, FL 33138.

Title: Board Secretary: Karen Feldner, 775 South Shore Dr. Miami Beach, FL 33141.

Title: Board Treasurer: Barbara Perez, 1145 Biarritz Dr. Miami Beach, 33141.

Article VII. INCORPORATOR: The name and address of the incorporator is:

Kenneth R. Drake 6965 Gleneagle Dr. Miami Lakes, FL 33014

Article VIII. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code.

Article IX. 501(c)(3) LIMITATIONS

1. **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.

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 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.

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 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 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.

Article X. 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 by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his 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 or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the Director on this 7th day of October, 2008.

Dorothy J. Essington
Dorothy Essington

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Homeschoolers of Miami Enrichment, a Florida not for Profit Corporation.

Dorothy J. Essington
Dorothy Essington

Date: 10-7-08

The date of adoption of the amendment(s) was: 10-7-08

Effective date if applicable: 10-7-08
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signature Dorothy J. Essington
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator or in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Dorothy Essington
(Typed or printed name of person signing)

Vice-Chair
(Title of person signing)

FILING FEE: \$35