

N05 000000 4174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

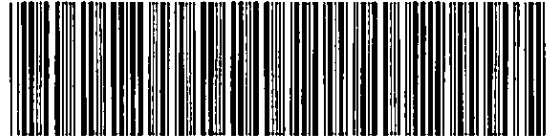
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600380067916

Restated Articles

FILED

2022 MAR -1 AM 11:28

CLERK OF COURT

A. RAMSEY

MAR 01 2022

MAR 01 2022

A. RAMSEY

00789, 01173, 006711

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GANG ALTERNATIVE, INC.

DOCUMENT NUMBER: N05000004174

Please return all correspondence concerning this matter to the following:

MICHAEL NOZILE, SR.
(Name of Contact Person)

GANG ALTERNATIVE, INC.
(Firm/ Company)

12000 BISCAYNE BLVD., STE. 402
(Address)

MIAMI, FLORIDA 33181
(City/ State and Zip Code)

MNOZILE@MYGA.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MICHAEL NOZILE, SR. at 786 391-2375
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2022

MICHAEL NOZILE, SR
GANG ALTERNATIVE, INC
12000 BISCAYNE BLVD, STE 402
MIAMI, FL 33181 US

SUBJECT: GANG ALTERNATIVE, INC.
Ref. Number: N05000004174

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

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 622A00003350

**RESTATED ARTICLES OF INCORPORATION
OF
GANG ALTERNATIVE, INC.**

FILED
2022 MAR -1 AM 11:28

The undersigned subscriber to these Restated Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. There are no members and these Restated Articles of Incorporation were adopted by the Board of Directors on January 18, 2022.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Gang Alternative, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III
PURPOSE**

A. The Corporation is organized for the purpose of engaging in various charitable activities, as defined in Section 501(c)(3) of the Internal Revenue Code, and the general nature of the Corporation's activities shall be for any or all lawful purposes, including the following:

1. To provide faith-based, community-driven outreach and resource development to traditionally underserved communities.
2. To provide programs and services promoting education for members of our communities.
3. To provide programs and services to foster positive youth development.
4. To provide programs and services to strengthen and support the needs of families in our communities.
5. To provide workforce development services to community members entering or reentering the workforce.
6. To partner with other community organizations and stakeholders to better our communities.
7. To provide programs and services that support and improve the health and wellness of our communities.

8. To partner with federal, state, local, and private partners to implement other programs and services that will uplift and benefit our communities.

B. The foregoing purposes are subject to the general limitation that the purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

C. The Corporation is a non-stock, not for profit corporation organized pursuant to Florida Statutes, Chapter 617, solely for the public interest.

D. The Corporation shall not engage in any activity for pecuniary profit.

E. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 the exempt purposes set forth herein.

G. 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 statements) any political campaign on behalf of any candidate for public office. The Board of Directors of the Corporation may, from time to time, choose to elect coverage under, and compliance with, the requirements of Section 501(h) of the Internal Revenue Code, in the manner and at the time provided in such Section. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future tax code); or

2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

H. The Corporation will endeavor to 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 provision of any future federal tax code).

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

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

K. The Corporation will not make any investments in a manner that would subject the Corporation to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

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

ARTICLE IV **MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be stated in the Corporation's Bylaws.

ARTICLE V **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE VI **INITIAL REGISTERED OFFICE, AGENT, AND ADDRESS**

The initial registered office of this Corporation shall be 12000 Biscayne Boulevard, Suite 402, Miami, Florida 33181, with the privilege of having its office and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be Michael Nozile, Sr. The initial principal office of the Corporation shall be 12000 Biscayne Boulevard, Suite 402, Miami, Florida 33181.

ARTICLE VII **DIRECTORS**

A. Number of Directors: The property, business, and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine, but not less than three (3).

B. Election of Directors: Election of Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Corporation are as follows:

Charles Sawyer
12000 Biscayne Boulevard, Suite 402
Miami, Florida 33181

Morris Copeland
12000 Biscayne Boulevard, Suite 402
Miami, Florida 33181

Joseph Martin
12000 Biscayne Boulevard, Suite 402
Miami, Florida 33181

Gary Hartfield
12000 Biscayne Boulevard, Suite 402
Miami, Florida 33181

ARTICLE VIII **OFFICERS**

A. Subject to overall supervision of the Board of Directors of the Corporation and to any special provisions of the Bylaws of the Corporation, the affairs of the Corporation are to be managed by the following officers (who will be elected at the annual meeting of said Board of Directors to be held at such time as may be determined by the Bylaws):

1. President/CEO; Secretary; and Treasurer: Any or all of the offices of President/CEO, Secretary, and Treasurer may be held by one (1) person, unless otherwise prohibited by law or the bylaws.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Michael Nozile, Sr.	President/CEO
Joseph Martin	Secretary
Gary Hartfield	Treasurer

ARTICLE IX
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended, or repealed by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Michael Nozile, Sr.
12000 Biscayne Boulevard, Suite 402
Miami, Florida 33181

ARTICLE XI
MEMBERS

The Corporation shall not have members.


ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, inconsistent with Florida law or as permitted by the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 18 day of January, 2022.



Michael Nozile, Sr.

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED, AND ACCEPTING DESIGNATION AS REGISTERED AGENT**

This Certificate is submitted pursuant to Section 48.091 and 617.0501 of the *Florida Statutes* as follows:

Gang Alternative, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named Michael Nozile, Sr., of 12000 Biscayne Boulevard, Suite 402, Miami, Florida 33181, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



MICHAEL NOZILE, SR.

X:\CORPORATE\4780-1 Gang Alternative, Inc\Florida\Articles Of Incorporation Florida (Final).Docx