

# N05000005449

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## BASIC AMENDMENT

A PLACE OF REFUGE ENTERPRISES, INC.

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JUN 27 2005

Amend  
ReState

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**FOR**

**A PLACE OF REFUGE ENTERPRISES, INC.**

**A Not For Profit Corporation**

The undersigned files these Amended and Restated Articles of Incorporation for the purpose of Amending and Restating the Articles of Incorporation for a Corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby Amend and Restate the Articles of Incorporation with the following.

**ARTICLE I**

Name

The name of the Corporation is **A PLACE OF REFUGE ENTERPRISES, INC.** (the "Corporation").

**ARTICLE II**

Address

The street address and mailing address of this Corporation's principal office is as follows:

803 N.W. 2<sup>nd</sup> Avenue  
Pompano Beach, FL 33060

**ARTICLE III**

Purposes

Section 1. The Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("Code").

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be to provide the homeless population with food, clothing, shelter, job training, job placement, substance abuse treatment and counseling, spiritual enrichment, and educational opportunities.

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ARTICLE IV  
Election of Directors

The manner in which the directors are elected or appointed shall be at the annual board of directors meeting in accordance with the By Laws of the Corporation.

ARTICLE V  
Membership

The Corporation shall have only (1) class of membership, the Board of Directors members, which shall be voting members.

ARTICLE VI  
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VII  
Initial Registered Office and Agent

Maurice Mooty, Jr.  
803 N.W. 2<sup>nd</sup> Avenue  
Pompano Beach, FL 33060

ARTICLE VIII  
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles and may be modified, amended or rescinded only by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IX  
Negation of Pecuniary Gain

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net meanings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article III.

**ARTICLE X**  
**Prohibition of Certain Activities**

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Code or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Code.

**ARTICLE XI**  
**Dissolution**

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to a charity or charities associated with helping the homeless within the meaning of Section 501(c)(3) of the Code.

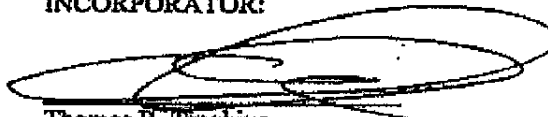
**ARTICLE XII**  
**Incorporator**

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Tinghino	7730 Largo Del Mar #601 Boca Raton, FL 33433

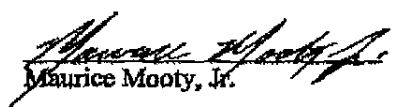
IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of June, 2005.

INCORPORATOR:

  
Thomas R. Tinghino

Having been named as registered agent to accept service of process for the above stated corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:

  
Maurice Mooty, Jr.