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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

INNER WORK SPIRITUAL FOUNDATION, INC

A NOT-FOR-PROFIT CORPORATION

N06000002966

The undersigned, acting as the President of a corporation under Chapter 617 of Florida Statutes, adopts the following Amended and Restated Articles of Incorporation, which were adopted by the Board of Directors as no members are entitled to cast a vote, and which shall amend, restate and supersede any previous Articles of Incorporation filed for record, as follows:

ARTICLE I

Name. The name of the corporation is Inner Work Spiritual Foundation, Inc., a Florida Not-For-Profit Corporation.

ARTICLE II

Principal Office. The principal office of the corporation is located at 3920 S.W. 47th Avenue, West Park, Florida, 33023.

ARTICLE III

Mailing Address. The mailing address of the corporation is 3920 S.W. 47th Avenue, West Park, Florida, 33023.

ARTICLE IV

Registered Agent. The name of the registered agent of the corporation is Oscar Grisales-Racini, Esq. The address of the Registered Agent is 2999 N.E. 191st Street, Concorde Centre II, PH-8, Aventura, Florida 33180.

ARTICLE V

Duration. The period of duration is perpetual.

ARTICLE VI

Board of Directors. The method of selection of the Board of Directors and number of directors shall be as stated in the bylaws. The initial members of the Board of Directors are hereby restated and amended, and shall be as follows:

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Director: Nidia Enid Collado, Ph.D.
Director: Maria Collado
Director: Lora J. Hernandez
Director: Oscar Grisales-Racini, Esq.
Director: Frank Otero
Director: Dale Rosenberg, MA

ARTICLE VII

Incorporators. The name and address of the incorporator is: Nidia E. Collado, Ph.D., 3020 S.W. 47th Avenue, West Park, Florida, 33023.

ARTICLE VIII

CORPORATE PURPOSES:

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following, as more specifically set forth in the bylaws:

1. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, promote educational and vocational training, career development, eliminate blight, promote the protection and advancement of human rights, including the advocacy of minority rights and elderly population, as to immigration, access to health care and other social justice matters, to provide affordable housing, and provide needed services, both in the U.S. and/or worldwide.
2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration, as well as to prevent and mitigate the impact of domestic violence upon children.
3. To aid, support, and assist by gifts, grants, contributions, or otherwise, other corporations, communities, funds and foundations organized and operated exclusively for charitable, religious, educational or scientific purposes, both in the U.S. and/or worldwide, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX

IRC SECTION 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.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under 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.

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 Amended and Restated Articles of Incorporation are hereby executed by the President on this 24 day of March, 2008.


Nidia E. Collado, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared NIDIA E. COLLADO, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of March, 2008.

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for INNER WORK SPIRITUAL FOUNDATION, INC., a Florida not for profit corporation.

Oscar Grisales-Racini, Esq.

Date: March 26, 2008



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