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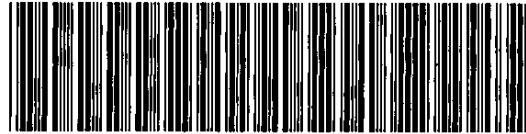
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E. Roberts AUG 28 2006



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August 21, 2006

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

**RE: The Celestial Humanitarian Foundation, International, Inc.
Document Number N06000007671**

Dear Sir/Madam:

This firm represents The Celestial Humanitarian Foundation, International, Inc. Our client desires to file Articles of Amendment to amend and restate Articles of Incorporation that were originally filed on July 19, 2006. Enclosed please find the following documents:

- Cover Letter;
- Articles of Amendment to Articles of Incorporation; and
- check in the amount of \$35.00 payable to Florida Department of State.

Please file the enclosed Articles of Amendment to Articles of Incorporation.

Please feel free to call me with any questions or if you require any further information at (904) 567-1160.

Sincerely,

A handwritten signature in dark ink, appearing to read "Elizabeth Westlake", with a stylized, flowing script.

Elizabeth A. Westlake

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE CELESTIAL HUMANITARIAN FOUNDATION, INTERNATIONAL, INC.

DOCUMENT NUMBER: N06000007671

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

Please return all correspondence concerning this matter to the following:

Elizabeth Westlake

(Name of Contact Person)

Reznicek & Fraser, P.A.

(Firm/ Company)

240 Ponte Vedra Park Drive, Suite 150

(Address)

Ponte Vedra Beach, FL 32082

(City/ State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Westlake

(Name of Contact Person)

at (904) 567-1060

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE CELESTIAL HUMANITARIAN FOUNDATION, INTERNATIONAL, INC.**

DOCUMENT # N06000007671

The undersigned hereby submits the following to amend the Articles of Incorporation of The Celestial Humanitarian Foundation, International, Inc. as follows:

1. The name of this not-for-profit corporation is The Celestial Humanitarian Foundation, International, Inc. (the "corporation").
2. The date of filing of the Articles of Incorporation of the corporation was July 19, 2006.
3. The corporation hereby amends the Articles of Incorporation of the corporation and restates them in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CELESTIAL HUMANITARIAN FOUNDATION INTERNATIONAL, INC.**

**ARTICLE I
NAME**

The name of the corporation is The Celestial Humanitarian Foundation International, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of this corporation is:

240 Ponte Vedra Park Drive
Suite 150
Ponte Vedra Beach, Florida 32082

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV PURPOSE

This corporation is organized exclusively for charitable, religious, 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, or the corresponding Section of any future federal tax code (the "Code").

Principally, this corporation is organized exclusively for charitable, religious, 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, as such may be amended (the "Code"), or the corresponding section of any future federal tax code. This corporation is a religious, non-profit, non-governmental, non-political, non-sectarian, charitable organization serving under the Preamble of the Universal Declaration of Human Rights for the relief and development of the poorest and most underprivileged children, men, women of Africa and Asia. Principally, this corporation is formed to:

1. promote agricultural development as a means for poverty alleviation, food security and sustainable development;
2. assist in solving water and sanitation problems faced by the poor;
3. rehabilitate children who are victims of HIV/AIDS by providing basic needs, health care, training and education;
4. rehabilitate the handicapped, distressed women, beggars and street children by providing basic needs, health care, training, education and assistance for self or other employment;
5. help and support victims of natural and man-made disasters, including refugees;
6. help develop, harness and safely apply appropriate conventional and new technologies for the successful achievements of the foregoing objectives;
7. provide financial and logistical support to Christian churches which, in quest of a full human development, are engaged in poor-focused relief and development programs and activities that conform with the foregoing objectives and that complement their spiritual development efforts; and
8. cooperate with and support the United Nations concerning the implementation of programs and activities related to the foregoing objectives.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors. This corporation shall have no members.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Kodjo P. Abassa, DVM, Ph.D.	11609 Brigit Court Bowie, MD 20720
His Eminency Dr. Hazrat Shah Sufi Mohammed Nurul Alam World Peace Envoy, UN Representative of DCB, Chief of Mission of WHRSC	P.O. Box 605 New York, NY 10163
Mildred Ivey	9826 SE County Road 2082 Gainesville, FL 32641
Dr Charles Mercieca	P.O. Box. 605 New York NY. 10163

ARTICLE VI. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, Florida 32082, and the name of the registered agent at that address is Reznicek, Fraser & Hastings, P.A.

ARTICLE IX INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Kodjo P. Abassa, DVM, Ph.D.
11609 Brigit Court
Bowie, MD 20720

ARTICLE X AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

4. The number of votes cast by the members of the Board of Directors of the corporation for the amendment was sufficient for approval.

The undersigned has executed these Articles of Amendment to Articles of Incorporation on the 15th day of August, 2006.

THE CELESTIAL HUMANITARIAN
FOUNDATION INTERNATIONAL, INC.

By: 
Kodjo P. Abassa, DVM, Ph.D., President