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**TOGETHER WE CAN ACHIEVE INC.**

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
TOGETHER WE CAN ACHIEVE INC.  
A Florida Corporation Not for Profit**

**Document No. N07000002804**

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Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not for Profit Corporation** hereby deletes all of the previously filed Articles of Incorporation and adopts the following amendments and additions to its Articles of Incorporation:

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

**ARTICLE I**

**NAME**

The name of the corporation shall be **TOGETHER WE CAN ACHIEVE INC.** (hereinafter referred to as "Corporation").

**ARTICLE II**

**PURPOSES**

The Corporation shall not provide for pecuniary gain or profit to its members. The Corporation is organized as a not for profit corporation, and shall be operated exclusively for charitable and educational purposes as described in Florida Statutes Section 617.0301, and as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purpose for which the Corporation is formed is to receive and administer funds for the purpose of the Corporation being a

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H07000123077 3

catalyst for change in the community of Lake Park by empowering families and individuals to improve their quality of life. This change will occur through educational outreach provided by the Corporation. The community that the Corporation will serve has a large Haitian-American and Haitian immigrant population. Providing that community with services and life skills instruction necessary to assimilate successfully into daily life in South Florida will be the focal point of the Corporation's activities. These services and life skill instructions will be centered on after-school child and youth programs, financial management, job skills improvement, healthcare acquisition, and parental interaction priorities for successful child education. The Corporation may make distributions to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code.

### ARTICLE III

#### POWERS

**Section 3.01.** The Corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes, including but not limited to, the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

H07000123077 3

**Section 3.02.** Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

#### ARTICLE IV

#### LIMITATIONS

**Section 4.01.** 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 purposes set forth in Article II, supra.

**Section 4.02.** No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the Code.

**Section 4.03.** 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; or

(c) by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

**Section 4.04.** Upon the dissolution or winding up 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 the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any 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 which are organized and operated exclusively for such purposes.

**Section 4.05.** In the event that the corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to

subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **MEMBERS**

The Corporation shall have non-voting members. The management and affairs of the Corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the Corporation shall be defined by Florida Statute and by the Corporation's Bylaws.

#### **ARTICLE VII**

##### **BOARD OF DIRECTORS**

The number of Directors of the Corporation shall not be less than three (3) nor more than ten (10). The names and addresses of the persons who are to be the initial Directors of the Corporation until their successors are nominated and appointed as provided in the Bylaws are:

Suzanne Smith  
307 30th Street  
West Palm Beach, FL 33407

June Hunt  
49 Gull Lane  
Boynton Beach, FL 33436

C. Champion Bourge  
172 Raintree Trail  
Jupiter, FL 33458

Jean George  
4132 Carambola Circle South, Apt. F304  
Cocoanut Creek, FL 33066

Darlene Demattes  
825 Evergreen Drive  
Lake Park, FL 33403

#### **ARTICLE VIII**

##### **OFFICERS AND TIMES OF THEIR ELECTION**

The Board of Directors shall choose annually, to manage the affairs of the Corporation, subject to the control of the Board of Directors. Each such officer shall hold office until the next annual election or until his or her successor is chosen and qualified.

#### **ARTICLE IX**

##### **NAME AND ADDRESS OF THE INCORPORATOR**

The name and address of the Incorporator is:

Caran Ross  
235 30<sup>th</sup> Street  
West Palm Beach, FL 33407

#### **ARTICLE X**

##### **INITIAL REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial registered office of the Corporation shall be located at 235 30<sup>th</sup> Street, West Palm Beach, Florida 33407, and the name of the initial Registered Agent of the Corporation at said address shall be Michael Ross. The principal office and mailing address of the Corporation shall be 235 30<sup>th</sup> Street, West Palm Beach, Florida 33407.

**ARTICLE XI****BYLAWS**

The first Bylaws shall be made by the Directors. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws.

**ARTICLE XII****AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of May, 2007.

The date of adoption of the amendment was: April 30, 2007.

There are no members or members entitled to vote on the amendment. The amendment of the Articles of Incorporation was adopted by the Board of Directors.

Caran Ross  
Caran Ross, Incorporator



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TOGETHER WE CAN ACHIEVE INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 235 30<sup>th</sup> Street, West Palm Beach, Florida 33407, has named Michael Ross as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By   
Michael Ross