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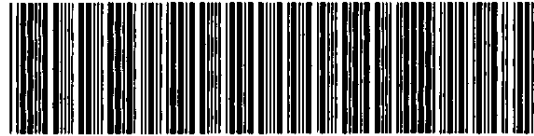
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

PROJECT GAZELLE, INC.**

Pursuant to §617.1002 and §617.0821 of the Florida Statutes, Project Gazelle, Inc., a Florida not for profit corporation organized and existing under the laws of the State of Florida, hereby adopts, acknowledges and files the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name and Address

The name of the Corporation shall be PROJECT GAZELLE, INC. The principal office and mailing address of the Corporation shall be 11167 Monet Ridge, Palm Beach Gardens, Florida 33410.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The principal objectives and purposes for which this Corporation is formed are as follows:

A. To establish a not for profit organization for such purpose; for the purpose of providing education and awareness to the public about the plight of orphans and vulnerable children around the world, and to provide educational scholarships to orphans and vulnerable children around the world and to raise money through donations, charitable contributions and other fund raising functions, to ultimately provide physical structures to house schools and training centers for the purposes of providing education to the disadvantaged children and adults with an emphasis on the

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educationally disadvantaged children of Kenya, and for related purposes ancillary thereto.

B. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE IV

Membership

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock. The Corporation shall have no members, unless one or more classes of membership are created in the bylaws.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have at least three (3) directors or such lesser member as may be allowed by applicable law. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected annually by a majority vote in accordance with the bylaws of the Corporation.

B. Elective Officers. The officers of this Corporation may be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of the Corporation at any regular or annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of removing officers shall be as set forth in the bylaws.

C. Committees. The Corporation shall have such standing and other committee as may be set forth in the Corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the Corporation.

ARTICLE VI

Location of Registered Agent

The name and address of the Corporation's initial registered agent in the State of Florida is: Jerald S. Beer, Esq., 515 North Flagler Drive, 18th Floor, West Palm Beach, Florida 33401

ARTICLE VII

Bylaws

Bylaws, having already been adopted, Amended and Restated Bylaws shall govern the affairs of the Corporation. Such bylaws may be amended, altered, rescinded or replaced, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of the Corporation.

ARTICLE VIII

Amendment of Articles

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE IX

Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or directors, or any former officer or director of the Corporation, to the fullest extent permitted by law. The private property of any members shall not, unless otherwise provided by the law, be subject to the payment of the corporate debts to any extent whatsoever.

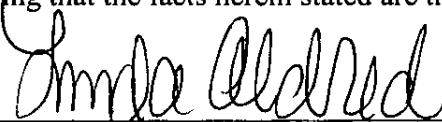
ARTICLE X

Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any Federal tax code, to any organization with a similar Section 501(c)(3) exempt purpose as determined by the Corporation's last Board of Directors; if no such organization

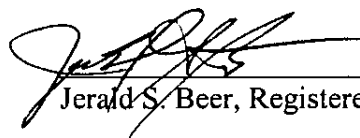
shall exist in the opinion of the such last Board of Directors, then distribution shall be made to any Section 501 (c)(3) organization; if none shall be selected by the Board of Directors then to a Federal, State or local government or governmental agency for a public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes; no assets shall inure to the private benefit of any person.

IN WITNESS WHEREOF, the undersigned officer makes and files these Amended and Restated Articles of Incorporation, adopted and approved on or about 4.1.10 by a majority of all the directors of the corporation as there are no members or members entitled to vote on the amendment, hereby declaring and certifying that the facts herein stated are true effective the 1 day of April, 2010.


Linda Aldred, President and Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Amended and Restated Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Jerald S. Beer, Registered Agent