

JUN-27-07 WED 02:27 PM

BROAD AND CASSEL

FAX NO 561 483-7000

02

Division of Corporations

Page 1 of

NO70000005243

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000167944 3)))



H070001679443ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561)483-7000
Fax Number : (561)218-8960

FILED STATE
SECRETARY OF CORPORATIONS
07 JUN 27 AM 11:11

COR AMND/RESTATE/CORRECT OR O/D RESIGN

ON TRACK COMMUNITY DEVELOPMENT CENTER, INC.

RECEIVED

07 JUN 27 AM 8:00

DIVISION OF CORPORATIONS

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$35.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

Amended / Restated @ 6.28.07



7777 GLADES ROAD
SUITE 300
BOCA RATON, FLORIDA 33434
TELEPHONE: 561.483.7000
FACSIMILE: 561.483.7321
www.broadandcassel.com

TELECOPIER TRANSMITTAL

DATE: June 27, 2007

| TO: | COMPANY: | TELECOPIER NO. | CONFIRMATION PHONE NO. |
|---------------------|--------------------------|----------------|---------------------------|
| DEPARTMENT OF STATE | Division of Corporations | 1-850-205-0380 | |

FROM: MYRTHA JADOTTE

TOTAL NUMBER OF PAGES:

9

CLIENT/MATTER:

NO HARD COPY WILL FOLLOW

MESSAGE:

Please see attached Amended and Restated Articles of Incorporation for filing. Thank you.

PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 561.483.7000

FAX OPERATOR: _____ FIRST ATTEMPT: _____ SECOND ATTEMPT: _____

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

Fax Audit Number: H07000167944 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 JUN 27 AM 11:11

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ON TRACK COMMUNITY DEVELOPMENT CENTER, INC.
N07000005243**

The Board of Directors of ON TRACK COMMUNITY DEVELOPMENT CENTER, INC., a Florida not for profit corporation (the "Corporation") have duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act:

WHEREAS, the Corporation was incorporated on May 29, 2007.

WHEREAS, the Corporation's Board of Directors adopted these Amended and Restated Articles of Incorporation of the Corporation on June 18, 2007 by unanimous vote. The number of votes casts in favor of these Amended and Restated Articles of Incorporation by the Board of Directors was sufficient for approval in that the Corporation has no members and as such no members are entitled to vote on this matter.

The Corporation's Amended and Restated Articles of Incorporation are as follows:

ARTICLE I - Name

The name of the Corporation shall be ON TRACK COMMUNITY DEVELOPMENT CENTER, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is and the mailing address of the Corporation is 131 NE 1st Avenue, 101, Boca Raton, Florida 33432.

ARTICLE III - Purpose

A. The Corporation is primarily organized to enhance and promote education and to empower the community through home ownership, debt management and financial wellbeing.

B. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided,

Fax Audit Number: H07000167944 3

Tax Audit Number: H07000167944 3

however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. The purposes for which the Corporation is organized shall be limited to those which are strictly charitable. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code"); or (2) of a corporation, contributions to which are deductible under Section 170(c) of the Code.

F. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

G. The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

H. The Corporation shall not be operated for the primary purpose carrying on an unrelated trade or business as defined in Section 513 of the Code.

I. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests; and

J. In general, the Corporation shall do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the Act and preserve its status under Section 501(c)(3) of the Code.

Tax Audit Number: H07000167944 3

Fax Audit Number: H07000167944 3ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law, these Article or the Bylaws of the Corporation.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 131 NE 1st Avenue, 101, Boca Raton, Florida 33432 and the name of the initial registered agent of the Corporation at that address is Mia Lutz.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be four (4).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Members of the Board of Directors shall serve without compensation, but shall receive travel and per diem expenses, while in the performance of his or her duties as shall be determined by the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Mia Lutz | 9349 Equus Circle Boynton Beach, Florida 33437 |
| Luz de la Cruz | 5333 Grand Banks Blvd. Greenacres, Florida 33463 |
| Ilomar de la Cruz | 5333 Grand Banks Blvd. Greenacres, Florida 33463 |
| Jay Lutz | 9349 Equus Circle Boynton Beach, Florida 33437 |

Fax Audit Number: H07000167944 3

Fax Audit Number: H07000167944 3

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

G. The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of Board of Directors at which time an election of Directors will be held.

H. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of Board of Directors following the election of Directors and until the qualification of the successors in office.

I. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

J. The Board of Directors shall annually elect one of its appointive members as chairperson and one as vice chairperson. The members may, by a majority vote remove a member from the position of chairperson or vice chairperson prior to the expiration of his or her term as chairperson or vice chairperson. His or her successor shall be elected to serve for the balance of the removed chairperson's or vice chairperson's term.

K. The chairperson of the Board of Directors shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the Board of Directors, and the official seal of the Corporation.

L. The Board of Directors shall meet upon the call of the chairperson, at the request of the vice chairperson, or at the request of a majority of the Board of Directors.

M. The Board of Directors shall meet no less than three (3) times per calendar year. A majority of the total number of all directors shall constitute a quorum. The Board of Directors may take official action by a majority vote of the members present at any meeting at which a quorum is present. Any member of the Board of Directors may participate by telephone or videoconference by which each member may hear every other member, however, members may not vote by proxy.

ARTICLE VII - Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of

Fax Audit Number: H07000167944 3

Fax Audit Number: H07000167944 3

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of June, 2007.



On Track Community Development Center,
Inc., a Florida Not For Profit Corporation

By: _____

Mia Lutz, President

Fax Audit Number: H07000167944 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Mia Lutz