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Amend/cus

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I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

Fire Officer's Association of Miami-Dade, Inc.

NAME OF CORPORATION: _____

N07000010197

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Marcos A. Osorio

(Name of Contact Person)

Fire Officer's Association of Miami-Dade, Inc.

(Firm/ Company)

560 Crandon Boulevard

(Address)

Key Biscayne, Florida 33149

(City/ State and Zip Code)

mosorio@keybiscayne.fl.gov

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Locksley A. Rhoden, Esq.

(305)

965-0635

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations


November 30, 2015

THE ASSET PROTECTION FIRM
% LOCKSLEY A. RHODEN, ESQ.
1835 E. HALLANDALE BEACH BLVD - STE. 661
HALLANDALE BEACH, FL 33009

SUBJECT: FIRE OFFICER'S ASSOCIATION OF MIAMI DADE, INC
Ref. Number: N07000010197

We have received your document for FIRE OFFICER'S ASSOCIATION OF MIAMI DADE, INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

 If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 115A00024957

RECEIVED
15 DEC 28 AM 8:28

THE ASSET PROTECTION FIRM

A PRIVATE LAW FIRM

Wealth Preservation • Trusts & Estates • Business Strategies
Tax Counsel • IRS Representation • Tax-Exempt Organizations

Managing Member
Locksley A. Rhoden, Esq.
J.D., LL.M. in Taxation

www.TheAPFirm.com
tel: 305.965.0635
fax: 305.675.3998

December 16, 2015

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Certification Statement for the Articles of Amendment to the
Articles of Incorporation of Fire Officer's Association of Miami-Dade, Inc.,
a Florida not-for-profit corporation (the "Corporation")**

Dear Ms. Albritton:

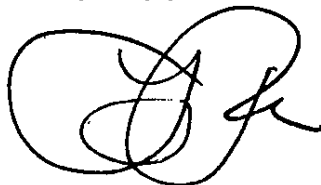
As per my discussion with you this past Monday, December 14th, please accept this letter as a certification statement submitted on behalf of the Corporation confirming that:

- Article VI(A) contains a statement that there are no shareholders or members of the Corporation with authority to vote on Corporation matters,
- Article X(A) contains a statement that the directors of the Corporation are entitled to vote on Corporation matters;
- the conclusion and signature block of the Articles of Amendment confirms the date of adoption of the Articles of Amendment by the board of directors as November 9, 2015.

In consideration of the certification statement and your response letter dated November 30, 2015 and the previously submitted Articles of Incorporation of the Corporation (each enclosed), please confirm acceptance of the Articles of Amendment for filing and delivery of a signed certified copy of the enclosed filing to my attention.

If you have additional questions or require further information to process this request, please contact me at (305) 965-0635 or lrhoden@theapfirm.com.

Very truly yours,

A handwritten signature in black ink, consisting of a large, stylized 'L' followed by a cursive 'A' and 'Rhoden'.

Locksley A. Rhoden, Esq.
For the Firm
Legal Counsel for the Corporation

Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FIRE OFFICER'S ASSOCIATION OF MIAMI-DADE, INC.**

FILED

2015 DEC 23 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002(1)(b) of the Florida Not For Profit Corporation Act, the undersigned director of **FIRE OFFICER'S ASSOCIATION OF MIAMI-DADE, INC.**, a not-for-profit corporation in the state of Florida assigned document # N07000010197, in order to amend and restate the Articles of Incorporation of the Corporation filed on November 18, 2007 and Articles of Amendment to Articles of Incorporation of the Corporation filed on March 3, 2008, hereby adopts these Articles of Amendment to the Articles of Incorporation as follows:

ARTICLE I
NAME

The name of the corporation is **FIRE OFFICER'S ASSOCIATION OF MIAMI-DADE, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal business address and mailing address of the Corporation is 560 Crandon Boulevard, Key Biscayne, Florida 33149 in Miami-Dade County.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable purposes or for any other lawful charitable activity for which not-for-profit corporations may be organized and operated under Chapter 617 of the Florida Not For Profit Corporation Act, as now enacted or hereafter amended.

ARTICLE IV
LIMITATIONS

At all times, the following shall be considered conditions that restrict the operations and activities of the Corporation:

- A. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under section 501(c)(3) or other section of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Corporation, nor to any other private persons except those persons receiving such reasonable compensation that the Corporation shall pay for as services rendered on behalf of the

that the Corporation shall pay for as services rendered on behalf of the Corporation or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in nor intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) or other section of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
- D. The Corporation shall not lend any of its assets to any officer or director of the Corporation nor allow an officer or director of the Corporation to guarantee payment of a loan to any person.

ARTICLE V REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Corporation is **GERALD A. CALDAS**. The address of the registered office of the Corporation is 83 East 5th Street, Hialeah, Florida 33010 in the county of Miami-Dade.

ARTICLE VI DIRECTORS

- A. The Corporation shall have no voting shareholders or voting members.
- B. The property, business, and affairs of the Corporation shall be managed at all times under the direction of the Corporation's board of directors (each member of the board of directors, a "director") whose operations in governing the Corporation shall be defined by Section 617.0801 of the Florida Not For Profit Corporation Act and by the Bylaws of the Corporation.
- C. All of the duties and powers of the Corporation granted in these Articles of Incorporation and the Bylaws of the Corporation shall be exercised exclusively by each director.
- D. Each director shall serve until the next annual meeting of the directors of the Corporation pursuant to the Bylaws of the Corporation.

- E. No director shall have any right, title, or interest in or to any property of the Corporation.
- F. The title, name, and mailing address of each person elected as director of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director (D); President (P)	MARCOS A. OSORIO	560 Crandon Boulevard Key Biscayne, Florida 33149
Director (D); Treasurer (T)	GERALD A. CALDAS	83 East 5 th Street Hialeah, Florida 33010
Director (D); Secretary (S)	DWAYNE DRURY	2300 Pinetree Drive Miami Beach, Florida 33140

ARTICLE VII
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No officer, or director of the Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE VIII
AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Amendment of the Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Amendment of the Articles of Incorporation of the Corporation, the Bylaws of the Corporation, and the laws of the state of Florida, and all rights herein conferred upon directors are granted subject to such reservation.

ARTICLE IX
DISSOLUTION

Upon the time of dissolution of the Corporation, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Miami-Dade County, exclusively for such purposes or to such

court of competent jurisdiction of Miami-Dade County, 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 X
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. As there are no shareholders or members of the Corporation required to vote, each director of the Corporation is expressly authorized to adopt, amend, or repeal these Articles of Amendment to the Articles of Incorporation or Bylaws of the Corporation as provided in the Bylaws of the Corporation.
- B. Elections of a director of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- C. The books of the Corporation may be kept at such place within the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the directors of the Corporation.
- D. Meetings of the directors may be held within or outside the state of Florida, as the Bylaws of the Corporation may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions of directors the Corporation shall be provided in the Bylaws of the Corporation.

I, **THE UNDERSIGNED** director of the Corporation herein named, for the purpose of amending and restating the Articles of Incorporation of the Corporation, pursuant to the laws of the state of Florida, do hereby make this Articles of Amendment and Restatement to the Articles of Amendment to Articles of Incorporation of the Corporation hereby declaring and certifying that this act, deed and the facts herein stated are true, and accordingly have hereunto set my name and seal this 9th day of November, 2015.



MARCOS A. OSORIO, Director

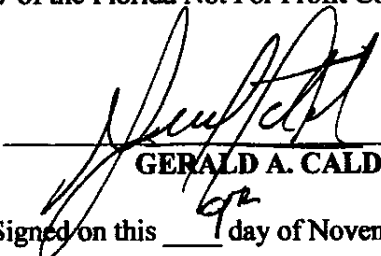
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida statutes Sections 617.0502, the undersigned Corporation, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Corporation is:
FIRE OFFICER'S ASSOCIATION OF MIAMI-DADE, INC.
2. The name and address of the registered agent and office is:

GERALD A. CALDAS
83 East 5th Street
Hialeah, Florida 33010.

Having been named as registered agent and to accept service of process for the above-stated not-for-profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617 of the Florida Not For Profit Corporation Act.



GERALD A. CALDAS
Signed on this 6th day of November, 2015.