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2008 MAR 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Reuro's
3/14/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ladies Making a Change, Inc.

DOCUMENT NUMBER: N07000010908

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

Please return all correspondence concerning this matter to the following:

Alexandria Gibson

(Name of Contact Person)

Ladies Making a Change, Inc.

(Firm/ Company)

7800 NW 5th Court, Miami, Florida 33150

(Address)

Miami, Florida 33150

(City/ State and Zip Code)

For further information concerning this matter, please call:

Christina Seays

(Name of Contact Person)

at (754) 204-7658

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

Ladies Making a Change, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000010908

(Document number of corporation (if known))

FILED
2008 MAR 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Articles 1-7 being amended (see attached)

Articles 8-10 being added (see attached)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

**ARTICLES OF INCORPORATION
OF
LADIES MAKING A CHANGE, INC.**

A Florida Corporation Not-for-Profit

Pursuant to the provision of section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be LADIES MAKING A CHANGE, INC.

ARTICLE II

The street address of the initial principal office of the Corporation shall be 490 Opa Locka Boulevard, Opa Locka, Florida 33054. The mailing address shall be 7800 NW 5th Court, Miami, Florida 33150.

ARTICLE III

The corporation is organized for the purpose of assisting the youth of Miami Dade County Florida with the issues that they face daily, such as low self esteem, bullying, being in gangs, illiteracy, low grades in school, lack of concentration, and any and all emotional issues that face children today. Our goal is to promote a drug-free safe community by targeting students and schools in regards to preventing addiction and the just saying no motto. With the rise in obesity in children and adults today, another purpose of this organization is to educate the youth on proper eating habits, nutrition and how our bodies work. Classes and workshops will be provided to participants of the program and also workshops for parents will be provided so that the information received through the corporation will also be implemented within the children's homes. Partnerships with local businesses, stores, and restaurants will allow this corporation to provide healthy breakfast, lunches, and snacks to the children throughout the day. Referrals from different schools will be accepted to ensure that every child has a safe place to go during their parent's working hours. All of these services provided will be for charitable and educational purposes under IRS Code 501 (c) 3 guidelines. The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States for which

corporations not-for-profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE IV

Said corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c) 3 he Internal Revenue code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles. 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, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal tax under Section 501 (c) 3 of the Internal Revenue Code, or (2) 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.

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances), paid to or provided to the corporation's employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE V

The succeeding officers and directors of the Corporation shall be elected in accordance with the terms and conditions set forth in the bylaws for the corporation.

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented. 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 Internal Revenue code (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under section 170 (c) 2 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VI

The initial directors and officers shall be as hereinafter designated:

Katina L. Benton

Executive Director and President

20461 NW 17th Avenue #102

Miami, FL 33056

Christina M. Seays

Program Director and Vice President

2261 South Sherman Circle # 509

Miramar, Florida 33025

Alexandria Gibson

Program Coordinator and Secretary

7800 NW 5th Court

Miami, Florida 33150

ARTICLE VII

The Corporation shall be perpetual. Upon dissolution of this non-profit corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) 3 and 170 (c) 2 of the Internal Revenue Code, or the corresponding sections of any future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. Any such assets not disposed of shall be disposed of by the local county court in which the principal office of this Corporation is located, exclusively for such purposes or to such organization or organizations the local county court shall determine are organized and operated exclusively for such purposes.

ARTICLE VIII

The street address of the initial registered office of the corporation is 490 Opa Locka Boulevard, Opa Locka Florida 33054 and the initial registered agent of the corporation is Alexandria Gibson.

ARTICLE IX

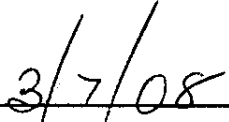
The address of the initial registered agent for the corporation, Alexandria Gibson, is 7800 NW 5th Court, Miami, Florida 33150.

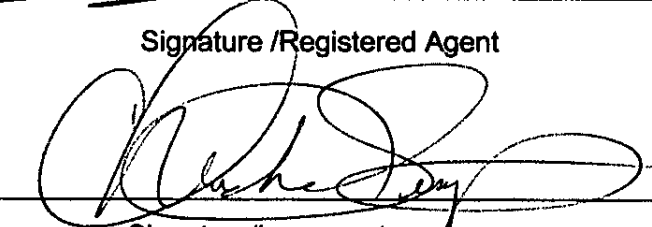
ARTICLE X

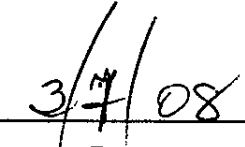
The mailing address of the incorporator for the corporation, Christina M. Seays, is 2261 South Sherman Circle #A509, Miramar, Florida 33025.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature /Registered Agent


Date


Signature/Incorporator


Date

The date of each amendment(s) adoption: February 28 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

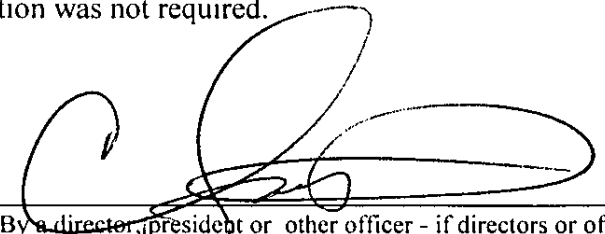
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christina M. Seays

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35