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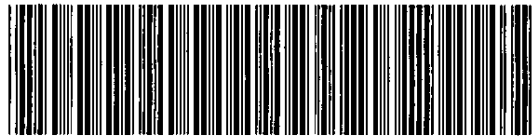
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Amended and Restated
Art.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 SEP 14 AM 11:59

Roberts SEP 17 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DAWNTOWN, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

MARLON A. HILL, ESQ.

(Name of Contact Person)

DELANCYHILL, P.A.

(Firm/ Company)

200 S. BISCAYNE BLVD ., SUITE 2750

(Address)

MIAMI, FLORIDA 33131

(City/ State and Zip Code)

MHILL@DELANCYHILL.COM

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

For further information concerning this matter, please call:

MARLON A. HILL

(Name of Contact Person)

at (786) 777-0184

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 14 AM 11:59

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
DAWNTOWN INC.
(a corporation not for profit)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation.

The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval. *Date of adoption 9-1-09.*

1. NAME.

The name of this corporation is

DAWNTOWN INC.

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for charitable purposes that are exempt for purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien

upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom,

and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this corporation shall be natural persons, of Twenty-One (21) years of age or older, of good character and reputation, and members of financial good standing at all appropriate levels.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 1020 Meridian Ave Apt 706, Miami Beach, FL 33139.

6. **MEMBERS.**

This corporation shall have seven (7) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than seven (7).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Andrew Frey
1020 Meridian Ave, Apt 706
Miami Beach, FL 33139

Kai van Hasselt
Shinsekai Analysis
Bilderdijkstraat 9hs
1052 NA Amsterdam
The Netherlands

Mario Ortega
300 NE 2 Ave
Miami, FL 33132

Jean-Francois Lejeune
1223 Dickinson Drive
Coral Gables, FL 33146

Nathaniel Belcher
11200 SW 8 St
Miami, FL 33199

Eric Hanken
4001 NE 2 Ave
Miami, FL 33137

Terry Riley
101 W Flagler St
Miami, FL 33131

Successors shall be elected pursuant to the By-laws of the corporation.

7. **NAME AND ADDRESS OF INCORPORATOR.**

The name and address of the Incorporator of this corporation is Andrew Frey,
1020 Meridian Ave, Apt 706, Miami Beach, FL 33139.

8. **NAME AND OFFICE OF REGISTERED AGENT.**

The street address of this corporation's initial registered office and the name of
this corporation's initial registered agent at such address is Andrew Frey, 1020 Meridian
Ave, Apt 706, Miami Beach, FL 33139.

9. **BY-LAWS.**

The By-laws of this corporation may only be made, altered or rescinded by a
majority vote of the voting members, unless all of the voting members sign a written
statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of
Incorporation at Miami, Florida, this 20 day of August, 2009.

By: _____

Andrew Frey, Esq.
Incorporator

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

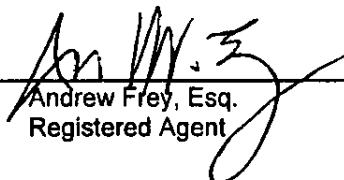
Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

DAWNTOWN, INC., desiring to organize under the laws of the State of Florida, with its principal office at Andrew Frey, 1020 Meridian Ave, Apt 706, Miami Beach, FL 33139, has named Andrew Frey, Esq., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Andrew Frey, Esq. hereby states that he is familiar with, and accepts, the obligations of such appointment.

Date: 8/20, 2009

By: 

Andrew Frey, Esq.
Registered Agent