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*Amended And
Restated Art*

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TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Portamento of Hope, Inc

DOCUMENT NUMBER: N08000005711

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

Please return all correspondence concerning this matter to the following:

Lela Lilyquist
(Name of Contact Person)

Portamento of Hope, Inc.
(Firm/ Company)

107 Mason Street
(Address)

Brandon, FL. 33511
(City/ State and Zip Code)

n.natureshealthfoods@verizon.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lela Lilyquist at (813) 493-9644 or 681-2444
(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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PORTAMENTO OF HOPE, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

Pursuant to Section 617.1007 of the Florida Statutes, PORTAMENTO OF HOPE, INC., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the corporation is Portamento of Hope, Inc. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on June 16, 2008.

2. There are no members of the Corporation. The Board of Directors of the Corporation duly adopted the following Amended and Restated Articles of Incorporation by unanimous vote at a special meeting dated Feb 6TH, 2009

3. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

**ARTICLE I
Name**

The name of this corporation shall be: PORTAMENTO OF HOPE, INC.

**ARTICLE II
Address**

The principal office and mailing address of the corporation is: 107 Mason Street, Brandon, Florida 33511.

**ARTICLE III
Purpose**

PORTAMENTO OF HOPE, INC. is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to

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TALLAHASSEE, FLORIDA

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purposes of this corporation are faith based, charitable, educational, and further stated as follows:

1. The general purpose and mission of this corporation is to establish and operate on a continuing basis a facility in which to feed and educate the homeless in the Greater Brandon community, and to provide those in need with knowledge and skills to better themselves in life through referrals to other service providers.
2. In furtherance of the general purpose as stated, the corporation is intended to educate and inform the public of the existence, activities, and goals of the corporation, so as to generate public interest, involvement and support for the mission of the corporation. In furtherance of the general purpose as stated, to accept bequests and contributions from any individuals, groups, foundations, or corporations.
3. To conduct any and all other activities necessary or useful in contributing to the furtherance or accomplishment of any of the purposes set forth herein.
4. Notwithstanding anything contained herein to the contrary, all activities of this corporation shall be conducted and all funds of this corporation, whether income or principal and however acquired, shall be used and applied exclusively for faith based, charitable, and educational purposes. The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3). If

the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501 (c)(3).

ARTICLE IV

Powers

This corporation shall have all of the statutory powers of a nonprofit corporation and all of the powers, rights and duties conferred by the laws of the State of Florida upon nonprofit corporations, except where variances permitted by the law appear in the Articles.

ARTICLE V

Duration

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 1024 Meadow Lane, Brandon, Florida 33511. The name of its initial registered agent at that address is: Lela Lilyquist.

ARTICLE VIII

Board of Directors

The powers of this corporation shall be exercised, its properties and funds controlled, and its activities conducted by the board of directors. The manner of electing and appointing

the directors of the corporation shall be as prescribed in the Bylaws of the corporation and the initial board of directors shall have (4) ____ directors. The names and street addresses of the initial directors are as follows:

Lela Lilyquist
1024 Meadow Lane
Brandon, FL 33511

Richard Houser
10322 Oak Forrest Drive
Riverview, FL 33569

Linda Henderson
2208 Valleybrook Avenue
Valrico, FL 33594

Lou Ann Lanier
3938 King Drive
Brandon, FL 33511

ARTICLE IX

Officers

The officers of the corporation shall consist of a president, vice president, secretary, and treasurer and the duties of the officers shall be as set forth in the Bylaws. Other officers may be provided for in the Bylaws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) as such time and in such manner as may be prescribed in the Bylaws. The names and street addresses of the initial officers of the corporation, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

President:

Lela Lilyquist
1024 Meadow Lane
Brandon, FL 33511

Secretary:

Linda Henderson
2208 Valleybrook Avenue
Valrico, FL 33594

Vice President:

Richard Houser
10322 Oak Forrest Drive
Riverview, FL 33569

Treasurer:

Lou Ann Lanier
3938 King Drive
Brandon, FL 33511

ARTICLE X
Indemnification and Civil Liability

All registered agents, members, officers and directors, together with their heirs, personal representatives and administrators, shall be indemnified by this corporation against all expenses and liabilities including attorney's fees (including appellate proceedings), reasonably incurred in connection with any action, suit, proceeding or settlement in which they may become involved by reason of holding such office, except in regard to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct. The corporation shall purchase and maintain insurance on behalf of all registered agents, members, officers and directors against any liability asserted against them or incurred by them in their capacity as members, registered agents, officers and directors or arising out of their status.

ARTICLE XI
Incorporator

The name and street address of the incorporator of this corporation is as follows:

Lela Lilyquist
1024 Meadow Lane
Brandon, FL 33511

ARTICLE XII
Bylaws

The Bylaws of the corporation shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII
Amendments

These articles may be amended by the board of directors in the manner provided in the Bylaws.

ARTICLE XIV
No Stock

The corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock.

ARTICLE XV
Limitations

No part of the earnings of the corporation shall insure to the benefit of, or be distributable to its members, registered agents, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred, and to make payments and distributions in furtherance of the purposes and powers set forth in Articles III and IV hereof.

ARTICLE XVI
Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE XVII
Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as organizations as described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as now or hereafter amended, or to the federal, state or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation this 6th day of Feb.

Lela Lilyquist
Lela Lilyquist, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept this appointment and agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process. I further agree to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Feb 6, 2009

Lela Lilyquist
Lela Lilyquist
1024 Meadow Ln.
Brandon, FL 33511

Articles of Amendment
to
Articles of Incorporation
of

Portamento of Hope, Inc.

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

N08000005711

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

107 Mason Street

Brandon, FL 33511

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Sec</u>	<u>Jim Meadowcroft</u>	<u>642 Sand Ridge Drive</u> <u>Valrico, FL.</u> <u>33594</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Sec</u>	<u>Linda Henderson</u>	<u>2208 Valleybrook Avenue</u> <u>Valrico, FL.</u> <u>33594</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
 (attach additional sheets, if necessary). (Be specific)

See attached Amended and Restated Articles of Incorporation
of Portamento of Hope, Inc.

Filed Annual Report Online

The date of each amendment(s) adoption: Feb 6th, 2009
(date of adoption is required)

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

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Nov. 11, 10

Signature Lela R. Lilyquist
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lela R. Lilyquist
(Typed or printed name of person signing)

President
(Title of person signing)