

N08000008075

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
x 005
9/10/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: New Beginnings International Inc.

DOCUMENT NUMBER: N08000008075

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

Please return all correspondence concerning this matter to the following:

Dashia Dawson

(Name of Contact Person)

New Beginnings International Inc.

(Firm/ Company)

11558 SW 235 Street

(Address)

Homestead, FL 33032

(City/ State and Zip Code)

For further information concerning this matter, please call:

Dashia Dawson

(Name of Contact Person)

at (786) 267-7921

(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**

New Beginnings International Inc.

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

N08000008075

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

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

Amend Article III-see attached

Add/Replace Article IV-see attached

Add Article V-see attached

Add Article VI-see attached

Add Article IX-see attached

Add Articles X,XI, XII,XIII,XIV,XV-see attached

All articles should be renumbered according to the attached.

(Attach additional pages if necessary)
(continued)


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08 SEP -4 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: August 28, 2008

Effective date if applicable: August 28, 2008
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(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.)

Dashia Dawson

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

FILING FEE: \$35

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

Added-FEI number-84-1677924

Article I-Name

Article II-Principal Address

Amended Article

ARTICLE III PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Added Article-

ARTICLE IV PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, trustees, 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 Article Third hereof. 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, or intervene in (including by publication 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, 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 the 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 the corresponding section of any future tax code. The Corporation shall not lend any of its assets to any officer or director of this Corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

Added Article-to replace current Article IV

ARTICLE V MANNER OF ELECTION

The Directors shall be elected by a majority vote of the Members of this Corporation. Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

Added Article-to replace Article VII

ARTICLE VI INITIAL DIRECTORS AND/OR OFFICERS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No Director shall have

any right, title, or interest in or to any property of the Corporation. The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the Bylaws of the Corporation.

Dashia Dawson	23748 SW 109 Avenue Homestead, FL 33032	-President
Tariq Shabazz	PO BOX 772242 Miami, FL 33177	-Vice President
Travis Kelly	16143 SW 107 Place Miami, FL 33157	-Chairman
Latonya Shackelford	24400 SW 124 Avenue Miami, FL 33032	-Secretary

Article VII-Initial Registered Agent

Article VIII-Incorporator

Added Article

ARTICLE IX DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this 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 members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

Added Article

ARTICLE X TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Added Article

ARTICLE XI CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

Added Article

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Added Article

ARTICLE XIII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at the Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Added Article

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee

or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Added Article

ARTICLE XV 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 the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.