

N09000007024

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Amend

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10 MAR -2 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts MAR 03 2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 18, 2010

GEOFFREY ALLEN
OPEN HANDS TO AFRICA
321 DANA WAY
WINTER PARK, FL 32789

SUBJECT: OPEN HANDS TO AFRICA, INC
Ref. Number: N09000007024

We have received your document for OPEN HANDS TO AFRICA, INC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the corporation is a **PROFIT** corporation it must be signed 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.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed 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.

Please correct heading on attached articles to read, ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 710A00004031

A > requested -

Thanks

[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Open Hands to Africa/ EIN: 27-0186514

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Geoffrey Allen

(Name of Contact Person)

Open Hands to Africa/ EIN: 27-0186514

(Firm/ Company)

321 Dana Way

(Address)

Winter Park, FL, 32789

(City/ State and Zip Code)

geoffallen@cfl.rr.com

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

For further information concerning this matter, please call:

Geoffrey Allen

(Name of Contact Person)

at (407) 580-7937

(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

Articles of Amendment
to
Articles of Incorporation
of

Open Hands to Africa, Inc

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

(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)

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

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10 MAR -2 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

Adopting adding: (a) The Corporation is organized exclusively for charitable, religious, educ

Adding: Dissolution Article

The date of each amendment(s) adoption: February 5th, 2010

Effective date if applicable: February 5th, 2010 *(date of adoption is required)*

(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 February 12th, 2010

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)

Geoffrey Allen

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLE VIII

DISSOLUTION

Section 1. Method. The Corporation may be dissolved upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors present in person at a special meeting called for the purpose of considering the dissolution of the Corporation. The Secretary shall prepare written notice of such special meeting stating the date, place and hour of the meeting and the purpose for which such meeting is being convened (i.e., the dissolution of the Corporation). Such written notice shall be given to each Board member entitled to vote at the meeting at least ten (10) days before the date of the meeting.

Section 2. Distribution of Assets. Upon the dissolution of the corporation "Open Hands to Africa", EID #27-0186814, assets shall be distributed 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.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLE I

OFFICES

Section 1. Location of Offices.

(a) Open Hands to Africa, Inc. (hereinafter the "Corporation") shall maintain an office in Orange County, Florida and/or such other place(s) as the Board of Directors from time to time determines or as the activities of the Corporation from time to time require.

(b) The Corporation shall comply with the requirements of the Florida Non-Profit Corporation Act (herein sometimes also referred to as the "Act") and maintain a registered office and agent in the State of Florida. The registered office may, but need not, be identical with Corporation's principal office in Florida. The Board of Directors may change the registered office and registered agent as provided in the Act.

ARTICLE II

SECTION 501(C)(3) CORPORATE PURPOSES

Section 1. Section 501(c)(3) Charitable Organization and Purposes.

(a) The 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 corresponding section of any future federal tax code.

The purposes and objectives of the Corporation are:

(i) Open Hands to Africa, Inc. will provide micro-loan grants to responsible entrepreneurial individuals and destitute farmers operating environmentally sound principles in animal husbandry and agricultural endeavors.

(ii) any other charitable, religious, educational or scientific purposes relating to Namibia or Africa and permitted for an organization: (i) exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) 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.

(b) The Corporation is further authorized to have and exercise any and all purposes, powers or privileges now or hereafter conferred by the laws of the State of Florida upon corporations formed under the Florida Not For Profit Corporation Act, as amended from time to time, but only to the extent that the exercise of such purposes, powers and privileges is in furtherance of the Corporation's exempt purposes.

(c) (i) The Corporation shall not have members.

(ii) The Corporation is not organized for profit, and it shall have no capital stock and shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the Corporation.

(iii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(iv) Notwithstanding any other provision of these Bylaws, 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 federal tax code.

(d) For all purposes of these Bylaws, references to the "Internal Revenue Code" are references to the Internal Revenue Code of 1986, as amended, and references to sections of the Internal Revenue Code are to the provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

(e) Any other provisions of these Bylaws notwithstanding, the directors and officers of the Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 492 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise of any property whatsoever for the purposes of this Corporation. The Board of Directors may from time to time on behalf of the Corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such charitable purposes within the scope of the activities of the Corporation as the Board of Directors may determine. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of

that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.