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Amended & Restated

TB

APR - 2 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** HandUp Congo, Inc.

**DOCUMENT NUMBER:** N09000010500

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

Please return all correspondence concerning this matter to the following:

Anne Zolnor

(Name of Contact Person)

(Firm/ Company)

215 S. Ocean Grande Drive PH3

(Address)

Ponte Vedra Beach, FL

(City/ State and Zip Code)

azolnor@yahoo.com

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

For further information concerning this matter, please call:

Anne Zolnor

(Name of Contact Person)

at ( 904 ) 284-6843

(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  
HANDUP CONGO, INC. A FLORIDA NOT FOR PROFIT CORPORATION**

[Fla. Div. Of Corp. Doc. No. N09000010500]

This is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended (the "Act").

**ARTICLE I**

**Name**

The name of the corporation is HANDUP CONGO, INC.

**ARTICLE II**

**Principal Office**

The principal office of the corporation shall be physically located at 215 S. Ocean Grande Dr., PH3, Ponte Vedra Beach, FL 32082. The mailing address of the corporation is 215 S. Ocean Grande Dr., PH3, Ponte Vedra Beach, FL 32082.

**ARTICLE III**

**Purpose**

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 the corresponding section of any future federal tax code. This corporation shall seek to fulfill its purpose specifically undertaking and engaging in the following actions and activities:

Promote the growth and development of sustainable economic, education, communication, transportation and healthcare initiatives in the Democratic Republic of Congo (hereinafter "DRC"); serve as liaison between the recipients of the organization's initiatives and its donors and partners; to promote public relations on an ongoing basis for the purpose of promoting community-identified projects; to provide consultation to the community as requested; to research available, low cost or no cost, educational and training programs that can support the community's activities and serve as liaison for implementation; to research available, low cost or no cost, professional services, including, but not limited to:

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medical care, engineering services, construction services, electrical services, maintenance services etc. and serve as liaison for implementation; to assist with the planning and promotion activities associated with initiatives in the DRC; to invest, direct and use revenues for the support and benefit of the selected projects/initiatives in the DRC, in the form of scholarship endowments, grants, funding for improvements and programs. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, HandUp Congo, Inc., shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, now existing or hereafter amended. This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. Nor shall this corporation engage in a regular business ordinarily carried on for profit.

#### **ARTICLE IV**

##### **Management of Corporate Affairs**

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not more than twenty (20) persons, to be elected from time to time by the then current serving Board of Directors as provided for in the Bylaws of the corporation. The qualifications for, terms of office and manner of election of the Board of Directors shall be set forth in the Bylaws of the corporation.

B. The names and addresses of the members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anne Zolnor	215 S. Ocean Grande Dr., PH3 Ponte Vedra Beach, FL 32082
Lucy Hobgood-Brown	40 Park Road Hunters Hill 2110 NSW Australia
Betsy Brill	4 McCormick St. San Francisco, CA 94109
Roma Mehta	3F, 41-1 Zhong Shan North Rd., Section 7 Taipei 11156 Taiwan

Linda James

6313 Orange St.  
Los Angeles, CA 90048

Jacky Gendre

250 Wilson Street  
Darlington 2008 NSW Australia

C. Corporate Officers. The membership shall elect the following officers: President/Chair, Vice-President, Secretary, Treasurer and Executive Director, and such other officers from time to time as the Bylaws of the corporation may authorize. The qualifications for, terms of office and manner of election of the officers shall be set forth in the Bylaws of the corporation.

## **ARTICLE V**

### **Registered Agent and Address**

The name and address of the registered agent and the street address of the registered office of the corporation is:

Anne Zolnor  
215 S. Ocean Grande Dr., PH3  
Ponte Vedra Beach, FL 32082

## **ARTICLE VI**

### **Incorporator**

The name and address of the person signing these articles is:

Anne Zolnor  
215 S. Ocean Grande Dr., PH3  
Ponte Vedra Beach, FL 32082

## **ARTICLE VII**

### **Bylaws**

The Board of Directors of the corporation shall adopt Bylaws not inconsistent with these articles of incorporation for the conduct of the corporation's business and the carrying out of its purposes. Notwithstanding the foregoing, however, the Board of Directors shall adopt Bylaws of the corporation at an organizational meeting or by their unanimous written consent in lieu of an organizational meeting, as permitted by the Act.

## **ARTICLE VIII**

### **Earnings and Activities of Corporation**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 III hereof.

B. 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.

C. 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 federal tax code.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE IX**

### **Dedication of Assets**

The property of the corporation is irrevocably dedicated to the purposes set out in Article III hereof, and no part of the net income or assets of the corporation shall ever inure to the benefit of any member, if any, director, officer or to the benefit of any private individual.

## **ARTICLE X**

### **Distribution of Assets**

Upon the dissolution of the corporation, 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.

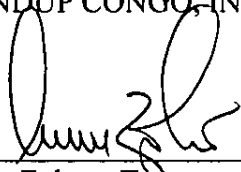
**CERTIFICATE OF CORPORATION AS TO AMENDED AND  
RESTATED ARTICLES OF INCORPORATION**

The undersigned Incorporator and Treasurer of the Board of Directors for the corporation hereby certifies that these Amended and Restated Articles of Incorporation for the corporation were adopted by the unanimous written consent of the Board of Directors of the corporation, on the 21<sup>st</sup> day of March, 2010. There are no current members of the corporation.

Dated March 29, 2010

HANDUP CONGO, INC.

By:



Anne Zolnor, Treasurer  
Board of Directors

Articles of Amendment  
to  
Articles of Incorporation  
of

HandUp Congo, Inc.

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

N09000010500

(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)

215 S. Ocean Grande Dr.

PH3

Ponte Vedra Beach, FL 32082

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

215 S. Ocean Grande Dr.

PH3

Ponte Vedra Beach, FL 32082

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:

Anne Zolnor

New Registered Office Address:

215 S. Ocean Grande Dr., PH3

(Florida street address)

Ponte Vedra Beach

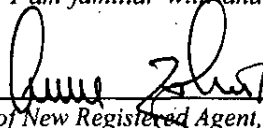
(City)

Florida 32082

(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



*(Attach additional sheets, if necessary)*

Page 2 of 3

The date of each amendment(s) adoption: March 29, 2010  
(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 March 29, 2010

Signature Anne Zolnor

(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)

Anne Zolnor

(Typed or printed name of person signing)

Director and Treasurer

(Title of person signing)