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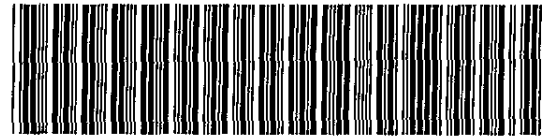
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DIVISION OF CORPORATION

C. Oulllette AUG 29 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 222155 4133D

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : August 28, 2003

ORDER TIME : 12:03 PM

ORDER NO. : 222155-005

CUSTOMER NO: 4133D

CUSTOMER: Louise J. Allen
Stearns Weaver Miller
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: GREATER MIAMI NEIGHBORHOODS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER'S INITIALS: _____

**SECOND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREATER MIAMI NEIGHBORHOODS, INC.**

Pursuant to the provisions of § 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act. Greater Miami Neighborhoods, Inc. adopts the following Second Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is:

Greater Miami Neighborhoods, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is:

300 N.W. 12th Avenue
Miami, Florida 33128

**ARTICLE IV
PURPOSES**

A. This Corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes and to make gifts, grants, loans and subsidies to other charitable and/or education organizations described in Section 501(c)(3) of the Internal Revenue Code; such purpose shall include, but not be limited to the provisions of affordable housing to very low-income, low income and moderate-income person. The purposes of the Corporation shall, however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this Corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in

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furtherance of such exempt purposes. In furtherance of its exempt purposes the 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 operated, it shall have the following powers:

(1) To solicit, 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

(2) 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

(3) To borrow money but only as authorized by its Board of Directors, 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, wherever situated; and

(4) 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

(5) 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 hereinabove 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 only such powers as are 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 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, 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, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, 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 as provided by law exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V **MEMBERS AND DIRECTORS**

A. The Corporation shall have no members.

B. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Directors of the Corporation shall be elected in accordance with the procedures provided in the Bylaws.

ARTICLE VI **REGISTERED AGENT**

The Board of Directors may from time to time designate such person as registered agent or such address and place for the registered office of this corporation as it may see fit.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation of Greater Miami Neighborhoods, Inc. are hereby executed on this 18th day of June, 2003.

GREATER MIAMI NEIGHBORHOODS,
INC.

By: 

Name: Agustin Dominguez

Title: President

CERTIFICATE

There are no members of the Corporation entitled to vote on these Second Amended and Restated Articles of Incorporation. These Second Amended and Restated Articles of Incorporation were approved and adopted by a majority vote of the directors in office on June 18, 2003, constituting a sufficient number of vote to approve the amendment.

GREATER MIAMI NEIGHBORHOODS,
INC.

By: 

Name: Agustin Dominguez

Title: President

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