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Center for
SOCIAL
CHANGE

December 9, 2019

Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation
for Center for Social Change, Inc. – Document # N10000005066

Dear Sir or Madam:

Enclosed please find *Amended and Restated Articles of Incorporation* of Center for Social Change, Inc. which reflects the current list of members of the Board of Directors of the Company, including, at the end, a certification that the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the sole member and that the number of votes cast for the amendment was sufficient for approval.

Enclosed is a check for \$35.00 to cover the filing fee for filing of this document.

Our request is to have a copy of the Amended and Restated Articles, as filed, returned to me at the following address:

William R. Burdette
Center for Social Change, Inc.
2103 Coral Way, Suite 202
Miami, FL 33145

For further information concerning this matter, please call me at (305) 856-4228.

Sincerely,

William R. Burdette
CEO

2019 DEC 09 PM 12:14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 21, 2019

WILLIAM R. BURDETTE
2103 CORAL WAY
SUITE 202
MIAMI, FL 33145

SUBJECT: CENTER FOR SOCIAL CHANGE, INC.
Ref. Number: N10000005066

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 419A00023809

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF CENTER FOR SOCIAL CHANGE, INC.
Document Number: N10000005066**

2019 FEB 23 PM 3:22

Center for Social Change, Inc. (the "Corporation") was duly organized as a Florida Not for Profit corporation on May 21, 2010, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. Pursuant to Chapter 617.1006, Florida Statutes (Not for Profit), the Articles of Incorporation of the Corporation are hereby amended and restated in full as follows:

ARTICLE I NAME

The name of the Corporation shall be: Center for Social Change, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2103 Coral Way, Suite 200, Miami, FL 33145

ARTICLE III PURPOSE

The corporation is organized and operated exclusively to pursue one or more charitable, educational, scientific and/or religious purposes.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: election by Member(s)

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Names, addresses and specific titles of Officers and Directors:

| | | |
|----------------------------|-------------------------------------|---------------------------------------------------|
| <i>William R. Burdette</i> | <i>President/Secretary/Director</i> | <i>2103 Coral Way, Suite 200, Miami, FL 33145</i> |
| <i>Alexandra Esher</i> | <i>Vice President/Director</i> | <i>2103 Coral Way, Suite 200, Miami, FL 33145</i> |
| <i>Katherine Burdette</i> | <i>Director</i> | <i>2103 Coral Way, Suite 200, Miami, FL 33145</i> |

ARTICLE VI RESTRICTIONS ON DISTRIBUTIONS

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. 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.

ARTICLE VII DISSOLUTION CLAUSE

Upon the dissolution of the corporation, all 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 such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent: William Burdette, 2103 Coral Way, Suite 200, Miami, FL 33145

ARTICLE IX INCORPORATOR

The name and address of the Incorporator: William Burdette, 2103 Coral Way, Suite 200, Miami, FL 33145

ARTICLE X MEMBERS

The Corporation shall have one class of Members consisting of the Initial Incorporator as Founder of the Corporation and such other person(s) as the Member shall admit to Membership thereafter. The Member(s) shall have the right to establish all criteria for Membership. No person shall become a Member unless approved by the founding Member (or his successor or assign) in his/her sole discretion. Rights of a Member shall be transferable.

Meetings of the Member(s) shall be held as determined by the Member(s). An annual meeting shall be held on or about the first day of April of each year at the principal office of the Corporation or upon ten (10) days' notice to the Member(s) at such other time or place as the Member(s) shall determine. Special meetings may be called by the Member, the President, or the Board or at the written request of 10% of the Membership. At least five days' written notice stating the time, place and purpose of any special meeting shall be given to the Members entitled to participate. A majority of all Members shall constitute a quorum for the transaction of business at the meeting. Each Member shall be entitled to one vote, in person, by ballot, by mail or by proxy. The manner of voting on any matter may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or electronic mail if determined by the Members and a means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Corporation, the sole Member may act by written statement of the action, which shall be filed with the Secretary. The acts of a majority of Members voting shall be deemed to be the acts of the Members. Any action which may be taken at a meeting of Members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary of the Corporation.

The undersigned hereby certifies as of the date hereof that the foregoing Amended and Restated Articles of Incorporation of the Corporation was duly approved and adopted by consent of William R. Burdette as the Incorporator and sole Member of the Corporation, all in accordance with Section 617.1002 of the Florida Statutes and in accordance with the Bylaws of the Corporation. In particular, this Restatement contains an amendment requiring member approval, adoption of the amendment was approved on the date set forth below, by William Burdette as the sole member, so the vote cast by him for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be duly executed as of the 9th day of December 2019.

CENTER FOR SOCIAL CHANGE, INC.

By: _____

William R. Burdette, President

2nd Sole Member