

N10000010932

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

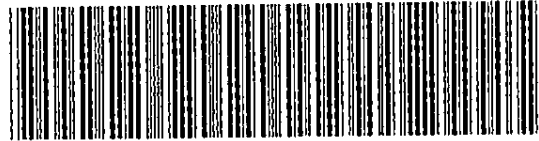
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
TALLAHASSEE, FL

TALLAHASSEE

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NOV 01 2021

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

PLEASE USE FUNDS FROM ACCT: 12021000160 AMOUNT: \$52.50

AUTHORIZED SIGNATURE: Jane R. Fuller

SOUTH FLORIDA HAITI PROJECT INC. N10000010932

Business Name

Document Number, (if known):

☒ Certified copy

☐ Pick up time

☒ Certificate of Status

☐ Will wait

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

☐ CORP

AMMENDMENTS

☒ Amendment

☐ Resignation of R.A.

Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

☐ Correction

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ APOSTIL () _____
Country

REGISTRATION/QUALIFICATIONS

☐ Foreign filing

☐ Limited Partnership

☐ Reinstatement

☐ Other

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOUTH FLORIDA HAITI PROJECT INC.

DOCUMENT NUMBER: N 10000010932

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

Please return all correspondence concerning this matter to the following:

BETH SHIRES, TREASURER

(Name of Contact Person)

SOUTH FLORIDA HAITI PROJECT INC.

(Firm/ Company)

P.O. BOX 1503

(Address)

BOCA RATON, FL 33429

(City/ State and Zip Code)

BOBETHSHIRES@GMAIL.COM

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

For further information concerning this matter, please call:

KEN WENZEL

(Name of Contact Person)

(561) 313-5244

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA HAITI PROJECT INC.

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned, as President of South Florida Haiti Project Inc. (the "Corporation"), hereby amends and restates in their entirety the Articles of Incorporation of the Corporation as provided below and certifies as follows:

1. The name of the Corporation is South Florida Haiti Project Inc.
2. The Articles of Incorporation of the Corporation were accepted for filing by the Department of State of the State of Florida on November 22, 2010.
3. The Corporation has no members entitled to vote on the Amended and Restated Articles of Incorporation and the Board of Directors of the Corporation voted to adopt the Amended and Restated Articles of Incorporation as set forth below at a meeting of the Directors held on October 28, 2021.
4. The Corporation's Articles of Incorporation are hereby amended to delete Articles I through VIII in their entireties and the Articles of Incorporation are hereby amended and restated to read as follows:

"ARTICLES OF INCORPORATION FOR
SOUTH FLORIDA HAITI PROJECT INC.

The undersigned incorporator, for the purpose of forming a Corporation not-for-profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of this Corporation is SOUTH FLORIDA HAITI PROJECT INC.

ARTICLE 2

PURPOSES

The purposes for which this Corporation is formed are as follows:

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TALLAHASSEE, FL

This Corporation is organized exclusively for educational, religious and charitable 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, which purposes shall specifically include, without limitation:

(a) To improve the living conditions of the people of Haiti through the raising of funds and in-kind gifts to create, establish and maintain programs that focus on improving health, education and living conditions for the people of Haiti, all within a community of Christian spirituality; and

(b) To solicit, receive, administer and invest funds for educational, religious and charitable purposes and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or Corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, wherever same may be located; (b) to sell, convey or otherwise dispose of any such property, wherever same may be located; and (c) to invest, reinvest, or deal with the principal or income thereof, all in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in (a) any instrument under which such property is received; (b) these Articles of Incorporation or any laws applicable thereto; and

(c) To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the Corporation's Directors or officers.

ARTICLE 3

MEMBERSHIP

There will be no membership in the Corporation.

ARTICLE 4

TERM OF EXISTENCE

The term of existence of this Corporation is perpetual.

ARTICLE 5

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is c/o St. Gregory's Episcopal Church, 100 N.E. Mizner Boulevard, Boca Raton, Florida 33432 and the name of the registered agent of this Corporation at that address is Rev. Andrew Sherman.

ARTICLE 6

PRINCIPAL OFFICE

The street address of the principal office of this Corporation shall be c/o St. Gregory's Episcopal Church, 100 N.E. Mizner Boulevard, Boca Raton, Florida 33432, Attention: Rev. Andrew Sherman and the mailing address of this Corporation shall be P.O. Box 1503, Boca Raton, Florida 33429

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Dale Gregory, 100 N.E. Mizner Blvd. Boca Raton, Florida 33432.

ARTICLE 8

DIRECTORS

The officer(s) and/or Director(s) of the Corporation is/are:

Title: P D
Rev. Andrew Sherman
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: VP D
Rev. Sheila Acevedo-Limontas
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: T D
Beth Shires
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: S D
Judith Celestin-Lynch
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Rev. Kathleen Gannon
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Rev. Paul Kane
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Charlotte D. Barry
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Rev. Jeanty Laine
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Rev. Jean Beniste
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Teresa Grashof
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

Title: D
Rev. Anita Thorstad
100 N.E. Mizner Blvd.
Boca Raton, FL 33432

The number of Directors that shall serve from time to time and the manner of election of the Directors shall be as stated in the By-Laws.

ARTICLE 9

BY-LAWS

Section 1. The initial By-Laws of the Corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE 10

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE 11

NEGATION OF PECUNIARY GAIN

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure

to the benefit of, or be distributed to, any member, Director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article 2.

ARTICLE 12

PROHIBITION OF CERTAIN ACTIVITIES

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE 13

DISSOLUTION

Upon the dissolution of this Corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of the remaining assets of this Corporation exclusively for the purposes of this Corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this Corporation in regard to its dissolution.

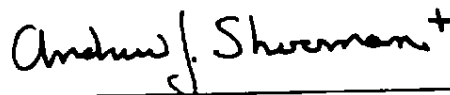
Incorporator Signature: Dale Gregory"

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

SOUTH FLORIDA HAITI PROJECT INC., organized under the laws of the State of Florida, with its registered office as indicated in the foregoing Amended and Restated Articles of Incorporation, has named Rev. Andrew Sherman, with an address of c/o St. Gregory's Episcopal Church, 100 N.E. Mizner Blvd, Boca Raton, Florida 33432, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.



Rev. Andrew Sherman

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of South Florida Haiti Project Inc. on behalf of the Corporation as of this 28th day of October, 2021.



Rev. Andrew Sherman, President