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C. CARROTHERS

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADAMO COMMUNITY SERVICES, INC.

Pursuant to the provisions of section 617.1002, 617.1006, and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation, **Adamo Community Services, Inc.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 16, 2011, Document No. N11000005829.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on September 16, 2014. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**Article I
CORPORATION NAME**

The name of the Corporation is: Adamo Community Services, Inc.

**Article II
PRINCIPLE PLACE OF BUSINESS**

The principal place of business is:
18041 Biscayne Blvd #1401
Aventura, FL 33160

**Article III
MAILING ADDRESS**

The mailing address of the Corporation is:
PO BOX 601845
North Miami Beach, FL 33160

**Article IV
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:
Ester Alfa-Compas
18041 Biscayne Blvd.
1401
Aventura, FL 33160

**Article V
DURATION/MEMBERSHIP**

FILED

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

10 OCT 24 PM
REGISTRATION DEPT
TALLAHASSEE, FLORIDA

**Article VI
BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**Article VII
INCORPORATORS**

The name and address of the incorporator is:

Ester Alfau-Compas
18041 Biscayne Blvd.
1401
Aventura, FL 33160

**Article VIII
CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Article IX
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:
 - a. The Corporation will 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 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - d. The Corporation will not make any investments in a manner as to subject it to tax under section

4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

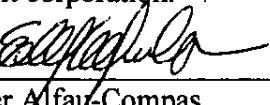
These Articles of Incorporation are hereby executed by the incorporator on this 20th day of October, 2014.



Ester Alfay-Compas

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Adamo Community Services, Inc., a Florida not for profit corporation.



Ester Alfay-Compas

Date: 10/20/14