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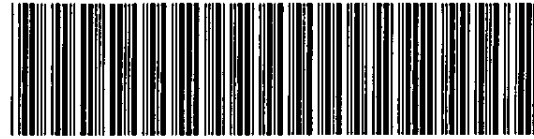
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*Amended and
Restated*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 08 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PATHWAYS COMMUNITY DEVELOPMENT CORP

DOCUMENT NUMBER: N11000008299

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

Please return all correspondence concerning this matter to the following:

CYNTHIA W. WILLIAMS

(Name of Contact Person)

(Firm/ Company)

19055 NW 62ND AVE #208

(Address)

MIAMI, FL 33015

(City/ State and Zip Code)

williams697@bellsouth.net

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

For further information concerning this matter, please call:

Cynthia W. Williams

(Name of Contact Person)

at (305) 623-1670

(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

**PATHWAYS COMMUNITY DEVELOPMENT CORPORATION, INC.
Document Number: N11000008299**

FILED
12 MAR -2 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Amended and Restated Articles of Incorporation, which did not require member approval, were approved unanimously by the Board of Directors on September 10, 2011. Amended articles are effective as of September 10, 2011.

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:

ARTICLE I: NAME

The name of the Corporation is Pathways Community Development Corporation, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business address is
15887 SW 16th Street
Pembroke Pines, FL 33027

The mailing address of the Corporation is:
15887 SW 16th Street
Pembroke Pines, FL 33027

ARTICLE III: PURPOSES

The specific purposes for which this Corporation is organized are exclusively charitable, educational and scientific consist of the following:

A. Specific and Primary Purposes:

1. To raise the educational, economic and social levels of residents in communities served, including citizens of the minority community who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines. This purpose will foster and promote community-wide interest and concern for the problems of said residents to the end that:
 - a. Educational and economic opportunities may be expanded; and
 - b. Sickness, poverty, crime and degradation of the community and environment may be lessened.
2. To develop and implement programs which will
 - a. Reduce juvenile crime; and
 - b. Reduce illiteracy and improve graduation rates.
3. To develop and implement programs which will
 - a. Increase awareness of domestic violence;
 - b. Encourage individuals to manage and improve their health; and
 - c. Increase awareness in the areas of family growth and development.
4. To educate and provide resources to individuals and groups about
 - a. Starting and operating business enterprises in economically depressed areas;

- b. Developing entrepreneurial and management skills; and
 - c. To assist individuals and groups in obtaining financial support from other sources.
 - 5. To relieve the poor, underprivileged and indigent by enabling them to secure basic human necessities; lessen the burdens of government and promote social welfare.
 - 6. To develop and implement programs that educate said citizens about available technologies and the changes in technology.
 - 7. To develop and implement programs that address the needs of the elderly in the communities served.
 - 8. To support by gifts, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for charitable, educational and scientific purposes which are recognized as having 501(c)(3) tax exempt status.
 - 9. 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 other, whether such others be persons or organization of any kind or nature, such as corporations, firms, associations, trusts, department or agencies.
- B. In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall have the following powers:
- 1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.
 - 2. To borrow money, and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture agreement of 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.
 - 3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law.
 - 4. To provide advice, support, credit, funds, capital, gifts, and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents or groups.
 - 5. To furnish management, administrative and other business advice, support, training and technical assistance to said individuals and groups in order to enable them to develop necessary skills to successfully operate business ventures.
 - 6. To encourage and voluntarily assist said individuals and groups to organize, create, acquire, obtain financing for, own, management and operate business enterprises.
 - 7. To conduct educational activities designed to provide instruction or training of said individuals and groups for the purpose of improving or developing capabilities, language and job skills, and the instruction of the public on subjects useful to said residents and groups and beneficial to the community as a whole.

8. To obtain information and conduct research, studies and analyses of the problems of said community, and prepare and publish reports, as to any and all matters that may be of use in furthering the purposes of this Corporation, including information, research, studies, analyses and reports as to markets, products, services, skills, sources of financing and any and all other matters.
 9. To engage in the activity of operating business ventures for the purposes of providing job training, employment, services, and managerial development opportunities to said individuals for the charitable purpose of furthering the economic development of the community.
 10. To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organizations where such assistance will further the primary purposes of this Corporation.
 11. To engage in housing production and related activities in order to improve the living conditions of said individuals.
 12. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said individuals and groups.
 13. To exercise all other rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercises of any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primarily charitable, educational and scientific purposes of the Corporation.
- C. All of the foregoing purposes and powers shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as the same may be amended from time to time.

ARTICLE IV: MANNER OF ELECTION

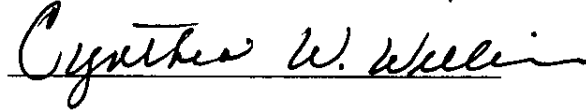
- A. **Directors**
The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board of Directors, shall be as stated in the Bylaws of this Corporation.
- B. **Members**
The authorized number, if any, and qualifications of members of the Corporation, the different classes of memberships, if any, the property, voting and other rights and privileges of members and their liabilities to dues and assessments and the method of collection, and the termination and transfer of membership, shall be as set forth in the Bylaws of this Corporation.

ARTICLE V: REGISTERED AGENT

The name and Florida street address of the registered agent is:

Cynthia Williams
19055 NW 62nd Ave #208
Miami, FL 33015

I certify that I am familiar with and accept the responsibilities of registered agent.



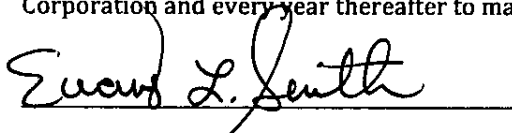
CYNTHIA W. WILLIAMS
Registered Agent

ARTICLE VI: INCORPORATOR

The name and address of the incorporator is:

Evans L. Smith
15887 SW 16th Street
Pembroke Pines, FL 33027

I am the incorporator submitting these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this Corporation and every year thereafter to maintain "active" status.



EVANS L. SMITH
Incorporator

ARTICLE VII: INITIAL OFFICERS/DIRECTORS

The initial officer(s) and/or director(s) of the Corporation are:

Title: President/Chairperson
Evans L. Smith
15887 SW 16th Street
Pembroke Pines, FL 33027

Title: Vice President/Director
Mylynn P. Jacobs
15404 Jennings Lane
Bowie, MD 20721

Title: Secretary/Director
Cynthia W. Williams
19055 NW 62nd Ave #208
Miami, FL 33015

ARTICLE VIII: EFFECTIVE DATE

The effective date for this Corporation shall be 9/10/11.

ARTICLE IX: DURATION

The duration of this Corporation shall be perpetual.

ARTICLE X: RESTRICTIONS

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 as the same may be amended from time to time.

The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the directors, officers, or members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation in its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes and no part of the profit or net income of the Corporation shall inure to the benefit of any individual.

ARTICLES XI: CORPORATE MANAGEMENT

The affairs of this Corporation shall be managed by the officers of the Board of Directors who shall be elected at the first general meeting and who shall serve in this capacity until their successors are qualified and elected as detailed in the Corporate Bylaws.

ARTICLE XII: INDEMNIFICATION

Neither the members nor the members of the Board of Directors nor any officer of this Corporation shall be liable for the debts of this Corporation.

ARTICLE XIII: WINDING UP AND DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the primary purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which the Corporation's principal office is located, upon petition by the Attorney General, or by any persons concerned in the liquidation in a proceeding to which the Attorney General is party.