

n11000009132

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

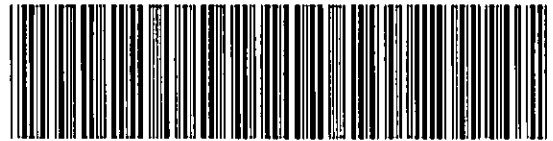
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800320776308

11/20/18--01003--006 \*\*43.75

2019 JAN 29 PM 2:35

FILED

JAN 29 2019  
T. L. LEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GAY AND LESBIAN LAWYERS NETWORK, INC.  
**DOCUMENT NUMBER:** N 11 00000 9132

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

Please return all correspondence concerning this matter to the following:

Michelle M. CroSA  
(Name of Contact Person)  
GAY + LESBIAN LAWYERS NETWORK, INC.  
(Firm/ Company)  
4000 HOLLYWOOD BLVD., SUITE 265 SOUTH  
(Address)  
HOLLYWOOD, FLORIDA 33021  
(City/ State and Zip Code)  
GLLTREASURY @ GMAIL.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle CroSA at 954-894-8000  
(Name of Contact Person) (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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 29, 2018

MICHELE A CROSA  
4000 HOLLYWOOD BLVD STE 265 S  
HOLLYWOOD, FL 33021

SUBJECT: GAY AND LESBIAN LAWYERS NETWORK, INC.  
Ref. Number: N11000009132

We have received your document for GAY AND LESBIAN LAWYERS NETWORK, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You need to have the document titled Articles of Amendment or Amended Restated.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 018A00024410

RECEIVED  
2019 JAN 28 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FL

2019 JAN 28 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FL

# AMENDED AND RESTATED ARTICLES OF INCORPORATION GAY AND LESBIAN LAWYERS NETWORK

WHEREAS, The Articles of Incorporation of Gay and Lesbian Lawyers Network, Inc. (the "Corporation") were filed with the State of Florida on November 27, 2011, and assigned document number N11000009132;

WHEREAS, the Board of Directors by unanimous vote approved the amendment of the Articles of Incorporation to convert the Corporation to a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code;

WHEREAS, there are no members of the Corporation entitled to vote and approve amendments to its Articles of Incorporation; and

WHEREAS, the Board of Directors of the Corporation approved the adoption of these Amended and Restated Articles of Incorporation by unanimous vote on July 11, 2018;

NOW THEREFORE, we hereby amend and restate the Corporation's Articles of Incorporation in their entirety as follows:

## ARTICLE 1

### Name

- 1.01 Name:** The name of the corporation shall be GAY AND LESBIAN LAWYERS NETWORK, INC. ("CORPORATION")
- 1.02 The Business:** The business of the Corporation may be conducted as Gay and Lesbian Lawyers Network or GLLN.

## ARTICLE 2

### Address

- 2.01 Principal Address:** The Corporation's principal address shall be:
- c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394
- 2.02 Mailing Address:** The Corporation's mailing address shall be:
- c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

FILED  
2019 JAN 28 10 35  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
IN AND FOR FLORIDA

## ARTICLE 3

### Existence

- 3.01 Duration:** The Corporation shall have perpetual existence.

## ARTICLE 4

### Purpose

- 4.01 Purpose:** The Corporation is a not-for-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4.02 Public Benefit:** The Corporation is designated as a public benefit corporation.
- 4.03 Services:** The Corporation is organized to provide the following services to the community:
- (a) Education;
  - (b) Fund raising and donating funds to qualified charitable organizations which fall under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
  - (c) Other necessary and related services.
- 4.04 Collaboration:** To maximize the impact on current services, the Corporation may collaborate with other not-for-profit organizations which fall under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and are operated exclusively for educational and charitable purposes.

## ARTICLE 5

### Not-for-Profit Nature

- 5.01 Not-for-Profit:** The Corporation is organized exclusively for charitable and educational 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 sections of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 disbursements in furtherance of the purposes set forth in Article 4 hereof.

**5.02 Prohibited Acts:** Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**5.03 No Private Gain:** The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**5.04 Personal Liability:** No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any property or assets of the officers be subject to the payment of the debts or obligations of the Corporation.

**5.05 Political Activity:** 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. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

## ARTICLE 6

### Registered Agent and Office

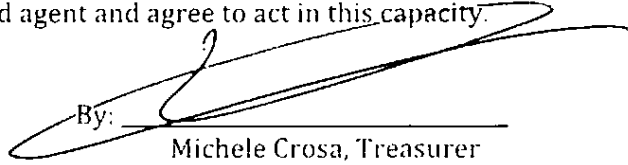
**6.01 Registered Agent:** The name of the initial registered agent is:

Michele Crosa, Treasurer

**6.02 Address:** The street address of the initial registered agent of the Corporation is:

4000 Hollywood Boulevard, Suite 265-South  
Hollywood, FL 33021

**6.03 Acceptance:** Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:   
Michele Crosa, Treasurer

Dated: 9/12/18

## ARTICLE 7

### Directors

**7.01 Governance:** The Corporation shall be governed by its Board of Directors appointed or elected in accordance with the Bylaws of the Corporation.

**7.02 Board of Directors:** The names and addresses of the Board of Directors who are to serve as directors until their successors are elected or appointed in accordance with the Bylaws of the Corporation:

(a) Gian Ratnapala  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(b) Megan Widmeyer  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(c) Michele Crosa  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(d) Eric Lundt  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(e) Michael Nemerof  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(f) Eric Reivik  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

(g) Mia Lawrence  
c/o GCR Business Law, PLLC  
500 East Broward Boulevard, Suite 1710  
Fort Lauderdale, FL 33394

## **ARTICLE 8**

### **Indemnification**

**8.01 Indemnification:** The Corporation shall indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

## **ARTICLE 9**

### **Membership**

**9.01 Membership:** The qualification for membership, if any, and the manner of their admission shall be regulated by the Corporation's Bylaws. The management of the affairs of the Corporation shall be vested solely in the Board of Directors, as defined in the Bylaws of the Corporation.

## **ARTICLE 10**

### **Dissolution**

**10.01 Dissolution:** Upon dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities of the Corporation, any assets lawfully available for distribution shall be distributed to 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, which organization or organizations shall have a charitable purpose which, at least generally, includes the purpose similar to the Corporation, or to a



state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of Broward County, Florida, in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, and having, at least generally, a purpose similar to the Corporation. In the event the Court finds no qualifying organization which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the Court shall direct the distribution of its assets lawfully available for distribution to Our Fund.

## **ARTICLE 11**

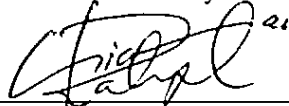
### **Amendment**

#### **11.01 Amendment:**

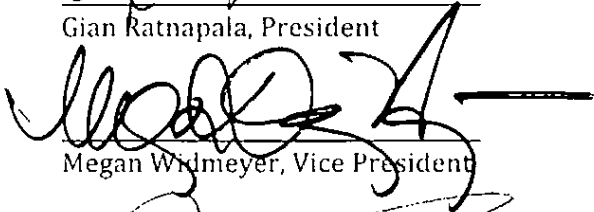
Any amendment to the Articles of Incorporation may be adopted by approval of two thirds of the Board of Directors.

CERTIFICATE OF ADOPTION OF  
AMENDED RESTATED ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Amended and Restated Articles of Incorporation of Gay and Lesbian Lawyers Network, Inc. were approved by the Board of Directors on July 11, 2018, and constitute a complete copy of the Articles of Incorporation of Gay and Lesbian Lawyers Network, Inc.

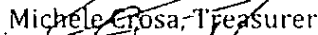


Gian Ratnapala, President

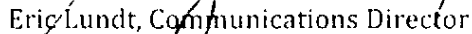


Megan Widmeyer, Vice President

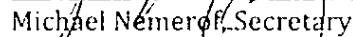
5/18/18



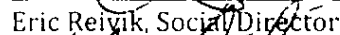
Michele Crosa, Treasurer



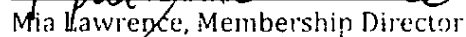
Eric Lundt, Communications Director



Michael Nemeroff, Secretary



Eric Reivik, Social Director



Mia Lawrence, Membership Director