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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A Door of Hope, Inc

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Jenne Aguirre

Name of Contact Person
A Door of Hope, Inc.

Firm/ Company
8900 US Hwy 19 North

Address
Pinellas Park, FL 33782

City/ State and Zip Code

info@adoorofhope.com

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

For further information concerning this matter, please call:

Jenne Aguirre at (727) 322-7640

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 checked="" 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 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

March 27, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

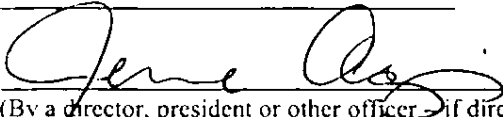
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

04/08/2019
Dated _____

Signature  _____
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jenne Aguirre

(Typed or printed name of person signing)

Director of Administration - Secretary of Board

(Title of person signing)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
A DOOR OF HOPE, INC.
(A CORPORATION NOT-FOR-PROFIT)

FILED
2019 APR 12 PM 3:46
CLERK OF CIRCUIT COURT
TALLAHASSEE, FL

Pursuant to the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617) (the "Act"), A DOOR OF HOPE, INC., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named A DOOR OF HOPE, INC. and was originally incorporated in the State of Florida on December 5, 2011 under the name 4KIDS OF WEST CENTRAL FLORIDA, INC. (which name was later changed to 4KIDS TAMPA BAY, INC. before its current name), and these Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation, which vote was sufficient for authorization as there are no members in the Corporation, at a meeting held on the 27th day of March, 2019.

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

Article I:
Name and Address

The name of the Corporation is **A DOOR OF HOPE, INC.** The mailing and street address of the Corporation is: 8900 U.S. Highway 19 N., Pinellas Park, Florida 33782.

Article II:
Detailed Description of Purposes

- (a) The specific and primary purpose for which the Corporation is formed is to serve at-risk children and families in collaboration with local and legal authorities by mobilizing and equipping the Christian faith community to rescue, protect, and nurture children in the foster care system while adhering to sincerely held religious beliefs.
- (b) The general purposes for which this Corporation is formed are as follows:
 - (1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this Corporation; and to dispose of the same at the pleasure of the Corporation and for the users and purposes for which this Corporation is formed.
 - (2) To enter into all lawful contracts and obligations essential or convenient for the

transaction of the affairs of the Corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the Corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this Corporation or its members.

- (3) To expend monies received, collected or earned by this Corporation from all sources for the payment and discharge of all costs and obligations incurred by the Corporation in carrying out the purposes for which this Corporation is formed.
- (4) To do all lawful things and acts which this Corporation at any time shall, in the discretion of the directors deem to be in the best interest of the Corporation and to pay all costs and expenses in connection with these acts.

Article III: Duration

The Corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

- (a) The Corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this Corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such 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 shall 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 shall 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 shall not make any investment in such 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 shall 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 VI:
No Members

The Corporation shall have no members. It shall be managed and governed by its Board of Directors.

Article VII:
Registered Office and Agent

The street address of the registered office of the Corporation is: 200 Central Avenue, Suite 1850, St. Petersburg, Florida 33701. The name of the original registered agent at such address is Jason M. Ellison.

Article VIII:
Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the Corporation shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The Directors shall be elected as provided in the Bylaws of the Corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article IX:
Officers

The Board of Directors shall elect the Chairman of the Board, the president, vice-president, treasurer, secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Officers shall be elected annually by the Board of Directors at its annual meeting.

Article X:
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Subject to the limitations contained in the bylaws concerning Corporation action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article XI:
Property and Profits

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

Article XII:
Nondiscriminatory Policy

This Corporation, including all of its educational programs and sponsored activities, admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

Article XIII:
Distribution Upon Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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, that are organized and operated

exclusively for such purposes.


Article XIV:
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

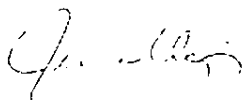
Article XV:
Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of __March 27th____, 2019.

By:  _____, President

Attested to by:


_____, Secretary

Corporate Seal: