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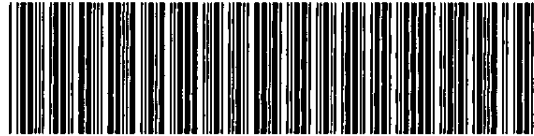
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*Amended And
Restated Act*

MAR 01 2012
T. ROBERTS

FILED
12 FEB 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ANGELS OF LOVE JAMAICA, INC.

DOCUMENT NUMBER: N12000001241

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

Please return all correspondence concerning this matter to the following:

Peter Liu

(Name of Contact Person)

Angels of Love Jamaica, Inc.

(Firm/ Company)

301 Fluvia Ave

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

peterfliu@comcast.net

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

For further information concerning this matter, please call:

Peter Liu

305

519-6393

at ()

(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:

- ☐ \$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
ANGELS OF LOVE JAMAICA, INC.

The Articles of Incorporation of Angels of Love Jamaica, Inc. is amended in its entirety and restated as follows: (Words underlined are added; words struck through are deleted)

Electronic Articles of Incorporation
For
Angels Of Love Jamaica, Inc.
A Florida Not-For-Profit Corporation

FILED
FEB 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I-1

The name of this corporation is:

Angels of Love Jamaica, Inc.

Article II 2

The principal place of business address: 301 Fluvia Avenue, Coral Gables, FL 33134

The mailing address of the Corporation is : 301 Fluvia Avenue, Coral Gables, FL 33134

The Corporation will have the privileges of having its offices and branch offices at other places within or without the State of Florida.

Article III 3

This corporation is organized in any manner for such charitable or educational purpose as will qualify this corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code (hereinafter referred to as "Code") or under any corresponding provision of any subsequent federal laws.

The purpose of this corporation is to solicit private or public support through donations and contributions to support to provide international charitable aid and assistance to the disadvantaged and underprivileged children of Jamaica that are critically ill.

Article IV 4

The manner in which directors are elected or appointed is: ~~as provided for in the By Laws of the Corporation.~~

Article V 5

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

Peter Liu, 301 Fluvia Avenue, Coral Gables, FL 33134

I certify that I am familiar with and accept the responsibilities of Registered Agent

Registered Agent Signature: Peter Liu

Article VI 6

The name and address of the incorporator is:

Peter Liu, 301 Fluvia Avenue, Coral Gables, FL 33134

Electronic Signature of Incorporator: PETER LIU

I am the incorporator submitting these Articles of Incorporation and affirm that these 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.

Article VII-7

The affairs and business of the corporation shall be conducted by a board of directors consisting of the number of directors determined by the By Laws of the corporation, but this number shall not be less than three (3) directors. Actions taken by the board of directors shall be accomplished by the affirmative vote of a majority of the directors. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided for in the By Laws.

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

Philip Liu, President, 301 Fluvia Ave., Coral Gables, FL 33134

Gail Poe-Liu, Vice-President, 301 Fluvia Ave., Coral Gables, FL 33134

Peter Liu, Treasurer/Secretary, 301 Fluvia Ave., Coral Gables, FL 33134

Article 8

This corporation shall have all the corporate powers provided under Section 617.0302, Florida Statutes, subject to the following limitations on corporate powers:

Section 8.1 No part of any net earnings of this corporation shall inure to the benefit of any member, director, officer of this corporation, or any private individual (except that reasonable compensation and expenses incurred may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on the dissolution of this corporation; and

Section 8.2 No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

Section 8.3 This corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in 501(c)(3) of the Code and this corporation shall not engage in any activity which would cause loss of such qualification; and

Section 8.4 This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Article 9

If the Internal Revenue Service determines that this corporation is a private foundation, then:

Section 9.1 This 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 Code; and

Section 9.2 This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; and

Section 9.3 This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; and

Section 9.4 This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

Section 9.5 This corporation shall not make any taxable expenditure as defined in Section 4954(d) of the Code.

Article 10

Membership in this corporation shall be provided for in the By Laws.

Article 11

This corporation shall have perpetual existence in any manner on the date of this filing of these Articles of Incorporation with the Secretary of State, State of Florida. Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed by the board of directors exclusively to public charities which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article 12

The board of directors shall adopt By Laws of the corporation to provide for the internal control and governments of the corporation and shall have the powers to amend or repeal the same.

Article 13

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto as provided in the By Laws.

Article VIII 14

The effective date for this corporation shall be: 02/03/2012

Articles of Amendment
to
Articles of Incorporation
of

ANGELS OF LOVE JAMAICA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N12000001231

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

N/A

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
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6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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The date of each amendment(s) adoption: February 10, 2012

Effective date if applicable: Immediately upon adoption

(no more than 90 days after amendment file date)

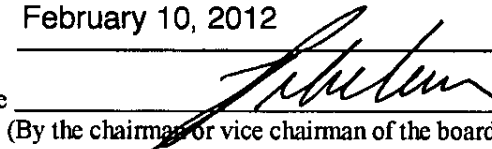
Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 10, 2012

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Peter Liu

(Typed or printed name of person signing)

Secretary

(Title of person signing)