N12000001289

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 10 2012
T. ROBERTS

<u>**COVER LETTER**</u>

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ALM-Immigration Services, Inc.

DOCUMENT NUMBER: N12000001289

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

Please return all correspondence concerning this matter to the following:

Francisca A. Thomas
(Name of Contact Person)

ALM-Immigration Services, Inc.
(Firm/ Company)

14331 Sheridan Street
(Address)

SW Ranches, FL 33330
(City/ State and Zip Code)

immigration@alm.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Francisca A. Thomas at (954) 680-2500 Ext. 41
(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)

<u>**Mailing Address**</u>
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

<u>**Street Address**</u>
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
12 FEB 10 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALM-Immigration Services, Inc.

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

N12000001289

(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:

N/A *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: N/A
(Principal office address MUST BE A STREET ADDRESS)

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

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

(Florida street address)

New Registered Office Address:

_______________, Florida _______________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent: N/A
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) N/A

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:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________
2) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________
3) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________
4) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________
5) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________
6) ____ Change ____ Add ____ Remove	______	______________	______________ ______________ ______________

E. **If amending or adding additional Articles, enter change(s) here:**
(attach additional sheets, if necessary). (Be specific)

ARTICLES OF INCORPORATION OF ALM-IMMIGRATION SERVICES INC.

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I Name: The name of the corporation shall be: ALM-Immigration Services, Inc., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II Principal Office and Mailing Address: The principal office and mailing address of the corporation shall be 14331 Sheridan Street SW Ranches, FL 33330

ARTICLE III Purpose 1. The purpose for which the corporation, is organized are exclusively religious, Immigration, victims of domestic violence, charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member or private person, Director/Trustee, or to officer of said corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, 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 Section of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying 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.

3. 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 of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal Tax laws. 5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws. 7. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist or as they may hereafter be amended.

8. All other powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

9. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (3) (3) of the Internal Revenue Code (or corresponding section of any future tax code.) ARTICLE IV Manner of Election of Directors/ Trustees 1. The affairs of the corporation shall be managed by a Board consisting of a number of Directors or Trustees which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number. 2. The Directors/ Trustees of the corporation shall be elected in any meeting of the members of The Board of Directors in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filed in a manner provided by the By-Laws. 3. The Directors / Trustees herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by majority vote of the remaining Directors. 4. The names and address of the First Board of Directors and officers who shall hold office until their successors are elected and have qualified, or until removed are as follows: NAMES Francisca A. Thomas Director/President/Chairman of the Board Jessica Millayes Director / Secretary Kelley Bagnall Director/Treasurer **ARTICLE V** Limitation of Corporate Powers: The corporation shall have the following powers: 1. The Corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as herein above set forth, including, but not limited to, the following: (a) To take and hold by bequest, devise, gifts, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value. (b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto. (c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law. **ARTICLE VI** Dissolution and distribution 1. Dissolution shall be as authorized by law. 2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, immigration, domestic violence, scientific, and education organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and it's regulations as they now exist or as they may hereafter be amended. 3. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious, immigration, domestic violence, or scientific, or 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. 4. However, if the named recipient is not then in existence or no longer a qualified distribute, or willing or unable to be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) **ARTICLE VII AMENDMENTS** Amendment to the Articles of Incorporation shall be approved by the Board of Directors. **ARTICLE VIII MEMBERSHIP** The corporation shall not have members. **ARTICLE IV REGISTERED AGENT** The initial registered agent and registered office shall be Francisca A. Thomas, 14331 Sheridan Street, SW Ranches, FL 33330.

IN WITNESS WHEREOF, I subscribed my name, this 7th day of February, 2012

Francisca A. Thomas

Francisca A. Thomas, Pres

Jessica Millayes

Kelley Bagnall

Kelley Bagnall

The date of each amendment(s) adoption: 02/03/2012

Effective date if applicable: ______________________

(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 02/07/2012

Signature See previous page

(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)

Francisca A. Thomas

(Typed or printed name of person signing)

Director/President/Chairman

(Title of person signing)