

112000004009

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

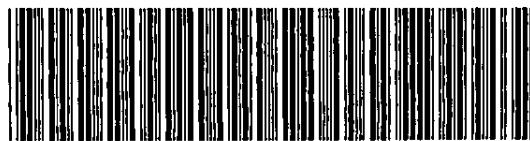
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400246950394

05/01/13--01025--007 **52.50

2013 MAY -1 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FL 32309

FILED

Amey Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cameroonian Association of South Florida, Inc.

DOCUMENT NUMBER: N12000004009

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

Please return all correspondence concerning this matter to the following:

Thomas O. Wells, Esq.

(Name of Contact Person)

Thomas O. Wells, P.A.

(Firm/ Company)

540 Biltmore Way

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

mechelle@twellslaw.com

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

For further information concerning this matter, please call:

Thomas O. Wells

(Name of Contact Person)

at 305 444-0016

(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
FOR
CAMEROONIAN ASSOCIATION OF SOUTH FLORIDA, INC.**

THE UNDERSIGNED, for the purpose of amending and restating, in its entirety, the Articles of Incorporation filed with the Secretary of State of Florida as document number N12000004009 on April 18, 2012 for Cameroonian Association of South Florida, Inc., a Florida non-profit corporation created under Chapter 617 of the Florida Statutes, hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I
Corporate Name**

The name of the corporation shall be **CAMEROONIAN ASSOCIATION OF SOUTH FLORIDA, INC.** (hereinafter referred to as "CASF").

**ARTICLE II
Principal Office**

The mailing and street address of CASF's principal office shall be located at 862 NE 209th Street, Suite 101, Miami, Florida 33179.

**ARTICLE III
Purpose**

CASF is organized and operated for the exclusive purpose of engaging in exempt function activities as authorized by the non-profit corporation laws of the State of Florida and as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). Without in any way limiting the foregoing general stated purpose of CASF, CASF shall specifically act:

- A. to promote the social, cultural and historical values of Cameroon to Cameroonians residing in South Florida and the other residents of South Florida;
- B. to promote the developmental and educational aspects of Cameroonians residing in the South Florida area through charitable activities, including without limitations, providing support to persons of Cameroonians residing in South Florida and in Cameroon who are economically impoverished and in need of relief;
- C. to develop, maintain and exchange socio-cultural heritage with other organizations, communities and ethnic groups in South Florida;
- D. to preserve the local and international Cameroonian community values by promoting friendship, peace, solidarity, love and unity through social, cultural, educational and financial empowerment activities;
- E. to provide assistance to new Cameroonians relocating to South Florida;

2013 MAR -1 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F. to facilitate communications, offer assistance and exchange information with organizations and individuals that are interested in projects aimed at the development of Cameroon and the Cameroonian people; and

G. to solicit and accept by subscription, gift, grant, donation or bequest, money and property from any member of the general public and from any firm, association, foundation or corporation, including without limitation any municipal, county, state or national government, or other governmental unit or instrumentality thereof for the purposes stated herein.

ARTICLE IV
Powers; Restrictions

A. Powers. CASF shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of CASF, limited only by the restrictions set forth in these Articles of Incorporation.

B. Exercise of Powers; Restrictions. CASF, its Board of Directors and its members shall transact the business of CASF only in the following manner:

1. No portion of the net earnings of CASF shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that CASF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

2. CASF shall at all times operate as a non-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. CASF shall be operated exclusively for charitable or educational purposes with a secular intent within the meaning of Section 501(c)(3) of the Code and the applicable Treasury Regulations thereunder.

4. No substantial part of the activities of CASF shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and CASF shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign in behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, CASF shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V
Membership

CASF may have members, and such membership shall be distinct from the Board of Directors of CASF. Further, the authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be set forth by the Board of Directors in Bylaws.

ARTICLE VI
Term of Existence

CASF shall exist perpetually.

ARTICLE VII
Incorporator

The name and address of the undersigned incorporator is:

NAME
Joel Angouand

ADDRESS
862 NE 209th Street
Suite 101
Miami, Florida 33179

ARTICLE VIII
Board of Directors

The powers of CASF shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of the affairs of CASF, all assets remaining after payment, or provision of payment, of all debts and liabilities of CASF, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as CASF and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE X
Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of CASF's Bylaws. Members of CASF shall not be entitled to vote on any amendments to these Articles of Incorporation.

ARTICLE XI
Amendments to By-Laws

The Bylaws of CASF may be made, altered, or rescinded by the Board of Directors of CASF as provided in the Bylaws.

ARTICLE XII
Indemnification

Every director and officer of CASF and every agent, independent contractor or employee of CASF serving CASF at its request shall be indemnified by CASF for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of CASF, or by reason of his or her serving or having served as an agent, independent contractor or employee of CASF at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of CASF. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XIII
Registered Agent and Office

The name of CASF's initial registered agent is Joel Angouand and the street and mailing address of CASF's initial registered office in Florida is 862 NE 209th Street, Suite 101, Miami, Florida 33179.

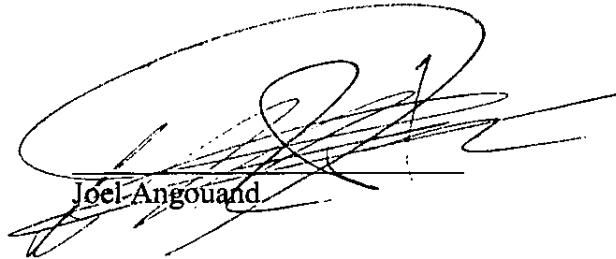
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28th day of FEBRUARY, 2013.


Joel Angouand

ACCEPTANCE AS REGISTERED AGENT:

The undersigned hereby accepts the appointment as registered agent of **CAMEROONIAN ASSOCIATION OF SOUTH FLORIDA, INC.**, a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

REGISTERED AGENT



Joel Angouard