

N12000010709

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Amend.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Commons Sense Network, Inc.

DOCUMENT NUMBER: N12000010709

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

Please return all correspondence concerning this matter to the following:

Henry Perlstein

(Name of Contact Person)

(Firm/ Company)

441 Montclair Drive

(Address)

Weston, FL 33326

(City/ State and Zip Code)

henry@commonsense.net

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

For further information concerning this matter, please call:

Henry Perlstein

954

232-2641

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:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" 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

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TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Commons Sense Network, Inc.

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

N12000010709

(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**)

C. Enter new mailing address, if applicable:

(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:

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

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**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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

(see attached 6 pages)

[illegible]

The date of each amendment(s) adoption: 12/3/2013, if other than the date this document was signed.

Effective date if applicable: 12/3/2013  
(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 12-3-2013

Signature [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)

Henry Perlstein

(Typed or printed name of person signing)

Director

(Title of person signing)

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ARTICLE 1: NAME: The name of the corporation shall be COMMONS SENSE NETWORK, INC. For convenience, the corporation shall be referred to herein as the "Corporation", these Articles of Incorporation as the "Articles", and the By-Laws of the Corporation as the "By-Laws".

ARTICLE 2: PURPOSE: The specific purpose for which the Corporation is organized is empower disadvantaged and under-resourced members of the community to enforce their legal rights.

ARTICLE 3: POWERS: The powers of the Corporation shall include but not be limited to the following:

3.1 General The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under Florida law not in conflict with the provisions of these Articles or the By-Laws.

3.2 Enumeration The Corporation shall have all of the powers and duties reasonably necessary to perform its specific purpose, and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To purchase insurance for the protection of the Corporation, its officers, Directors and Officers; (b) To make and amend reasonable rules and regulations for the operation of the Corporation's website, cell phone application, and any other comparable public portal used in performance of its operations; (c) To contract for management and maintenance of any of the Corporation's operations, and to authorize a management agent (who may be an affiliate of the Corporation) to assist in carrying out its powers & duties; provided however that the Corporation and its officers shall retain at all times the powers and duties granted hereby; and (d) To employ personnel to perform the services required for the proper operation of the Corporation.

3.3 Distribution of Income; Dissolution The Corporation shall make no distribution of income to its Directors or officers, and upon dissolution, all assets of the Corporation shall be transferred only to another non-profit corporation or a public agency.

ARTICLE 4: TERM OF EXISTENCE: The Corporation shall have perpetual existence.

ARTICLE 5: INCORPORATOR: The name and address of the incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY J. PERLSTEIN	1451 W. Cypress Creek Rd. #300 Fort Lauderdale, FL 33309

ARTICLE 6: OFFICERS: The affairs of the Corporation shall be administered by the officers holding the positions designated in the By-Laws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE 7: DIRECTORS

7.1 Number & Qualification: The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which in no event shall consist of less than three (3) directors.

7.2 Duties & Powers: All the duties and powers of the Corporation existing under these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

7.3 Election; Removal: Directors of the Corporation shall be elected annually in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed, and vacancies on the Board, shall be filled in the manner provided by the By-Laws.



7.4 Term. Incorporator, by these Articles, appoints the members of the first Board. Such initial Directors and their replacements shall hold office for the periods prescribed in the By-Laws.

7.5 First Directors & Officers: The names and addresses of the members of the first Board of Directors, and the first officers, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY J. PERLSTEIN	1451 W. Cypress Creek Rd. #300 Fort Lauderdale, FL 33309
ARNOLD L. PERLSTEIN	441 Montclair Drive Weston, FL 33326
ROBERT D. HOGAN	1501 Bowman Drive Tallahassee, FL 32308

ARTICLE 8: NO MEMBERS Subject to the right of the Directors to amend these Articles so as to provide for members, the Corporation shall have no members.

ARTICLE 9: INDEMNIFICATION

9.1 Indemnity: The Corporation shall indemnify & hold harmless any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, because he or she is or was a Director, employee, officer or agent of the Corporation, against expenses (including attorneys fees and appellate attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she didn't act in good faith, nor in a way he or she reasonably believed to be in or not

opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful.

9.2 Expenses: To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in Section 9.1, above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

9.3 Advances: Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 9.

9.4 Miscellaneous: The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any by-law, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

9.5 Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 9.

9.6 Amendment: Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without prior written consent of all former or current Directors, officers, employees or agents whose interest would be adversely affected by such amendment.

ARTICLE 10: BY-LAWS The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 11: AMENDMENT: Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption: A resolution for the adoption of a proposed amendment may be proposed by a majority of the Board of Directors. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by affirmative vote of not less than sixty six and two thirds ( $66 \frac{2}{3} \%$ ) of the entire Board of Directors.

11.3 Recording: A copy of each amendment of these Articles shall be filed with the Secretary of State of Florida pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

ARTICLE 12: INITIAL REGISTERED OFFICE; ADDRESS & NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be at 1451 W. Cypress Creek Rd. #300, Fort Lauderdale, FL 33309, with the privilege of having its

office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Arnold Perlstein, Esq.