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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami 2.0, Inc.

DOCUMENT NUMBER: N13000002147

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

Please return all correspondence concerning this matter to the following:

Antonio Prado

(Name of Contact Person)

Miami 2.0, Inc.

(Firm/ Company)

P. O. Box 557035

(Address)

Miami, FL 33255

(City/ State and Zip Code)

tonyp6405@gmail.com

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

For further information concerning this matter, please call:

Antonio Prado

(Name of Contact Person)

at (305) 773-0178

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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

**AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF**

16 MAR - 1 PM 2: 09

MIAMI 2.0, INC.
(A Florida Not for Profit Corporation)
Document No. N-13000002147

Pursuant to the provisions of sections 617.1002, 617.1006 and 617.007 Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment and restatement of its articles of incorporation.

MANNER OF ADOPTION:

Prior to the adoption of these Amended and Restated Articles of Incorporation, this Corporation had no members entitled to vote thereon. Upon the adoption of these Amended and Restated Articles of Incorporation this Corporation shall have one Member which is identified below. The new sole Member, by its signature below, agrees, approves and consents to these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation were also adopted by the board of directors of this Corporation by unanimous written consent of its board of directors dated February 17th, 2016. The said unanimous written consent of the board of directors met the requirements of the Articles of Incorporation, bylaws and the applicable laws of the State of Florida.

THE AMENDMENTS

The Articles of Incorporation of **MIAMI 2.0, INC.** are hereby amended and restated as follows:

- A. NAME OF CORPORATION:** The name of the Corporation is **MIAMI 2.0, INC.**
- B. PRINCIPAL OFFICE:** The principal office of the Corporation is located at 6001 NW 8th Avenue, Miami, Florida 33127
- C. MAILING ADDRESS:** The mailing address of the Corporation is 6001 NW 8th Avenue, Miami, Florida 33127

D. REGISTERED AGENT: The name of the registered agent of the Corporation is Dr. R. Joaquin Willis. The address of this registered agent is 6001 NW 8th Avenue, Miami, Florida 33127.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. There shall be one "Member" of this Corporation. The sole Member is **Collective Empowerment Group of South Florida, Incorporated, a Florida not for profit corporation** qualified as exempt under Section 501(c)(3) of the Internal Revenue Code. These Amended and Restated Articles of Incorporation and the bylaws of this Corporation can only be amended with the express written consent of the sole Member.

F. BOARD OF DIRECTORS: The sole Member of this corporation shall have the exclusive power to appoint and remove the directors constituting the board of directors. The bylaws shall provide for the number of directors and the manner of their governance.

G. CORPORATE PURPOSES: This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation shall be authorized:

1. To provide programs for rating not for profit organizations and to assist in their continuing training toward improvement of their financial health, their accountability and transparency, and the impact of their programs.
2. To create and support programs that facilitate collaborations between diverse community stakeholders, including encouraging for profit corporations to provide assistance, training and support to not for profit organizations, through volunteer and technical assistance initiatives, directly or through their membership in chambers and trade associations
3. To conduct and develop programs within the community related to improving early childhood and technological education, after-school mentoring, promotion of entrepreneurship opportunities, job training and placement, and other economic development initiatives
4. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use, administer, invest, grant, expend, sell, lease, convey and dispose of any of its monies or property and invest or reinvest any proceeds therefrom, for the furtherance of the Corporation's purposes.

5. To do all lawful acts and things requisite, necessary, proper, and desirable to carry out and further the objects and purposes for which this Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, subject however to the requirements and limitations of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to the other limitations provided in these Articles of Incorporation.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof, or to any individual, except that the Corporation shall be authorized to pay reasonable compensation for services actually performed and to make payments and other distributions (including payments and distributions to the sole Member), provided all such compensation, payments and/or distributions are made to further the purposes of the Corporation set forth in Section G. above. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law to be used exclusively for charitable, religious, educational and/or scientific purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which

the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under applicable provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a 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 will 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 will 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 will not make any investments in a 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 will 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.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding (including appeals thereof) by reason of the fact that he/she 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, trust or other enterprise shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer, employee or agent is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent (and his/her heirs, executors and administrators) may be entitled

apart from this Article.

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EXECUTION

These Amended and Restated Articles of Incorporation are hereby executed by:

Miami 2.0, Inc.

By: 

Antonio Prado, Chairperson

Date: February 17th, 2016

Collective Empowerment Group of South Florida, Incorporated

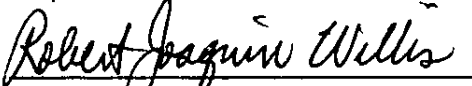
By: 

Dr. R. Joaquin Willis, President

Date: February 17th, 2016

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for **Miami 2.0, Inc.**, a Florida not for profit corporation.



Dr. R. Joaquin Willis,

Date: February 17th, 2016