

N14000001857

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000095429 3)))



H140000954293A5C1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 955-7600
Fax Number : (561) 338-7099

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Neil@taplin.com

RECEIVED

14 APR 22 PM 2:59

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
11:26:37 AM

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE PROMISES PROJECT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 APR 22 AM 9:50

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

C. LEWIS
APR 23 2014
EXAMINER

APPROVED
AND
FILED

14 APR 22 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PROMISES PROJECT, INC.
(A Florida Corporation Not For Profit)**

N14000001857

THE PROMISES PROJECT, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

FIRST. The Corporation filed its original Articles of Incorporation with the Florida Department of State on December 31, 2013.

SECOND. The Corporation has no members. These Amended and Restated Articles of Incorporation of the Corporation amend and restate the Articles of Incorporation and were duly adopted on April 16, 2014 by the Board of Directors of the Corporation in accordance with the provisions of the Florida Not For Profit Corporation Act.

THIRD. The text of the Amended and Restated Articles of Incorporation are hereby restated to read as set forth herein in full:

ARTICLE I
Name

The name of the Corporation shall be THE PROMISES PROJECT, INC.

ARTICLE II
Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Address

The address of the principal office and the mailing address of the Corporation shall be 1231 100 Street, Bay Harbor Islands, FL 33154.

ARTICLE IV
Duration

The Corporation shall have perpetual existence

ARTICLE V
Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE VI Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

14 APR 22 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
Members

The Corporation shall not have members.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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 the purposes set forth in Article V hereof.

B. No part of the activities of the Corporation shall be the carrying on 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 16 day of April, 2014.

THE PROMISES PROJECT, INC., a
Florida not-for-profit corporation

By: 
Neil Sazant, Vice President