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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOCIAL ENTERPRISE SERVICES INC.**

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FEB 18 2021

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOCIAL ENTERPRISE SERVICES INC.**

(a Florida not-for-profit corporation)

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Amended and Restated Articles of Incorporation in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, and to that end do hereby set forth the following:

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, this Florida not-for-profit corporation adopts following amended and restated articles, which supersede and replace in its entirety, the original Articles of Incorporation and any amendments thereto:

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of the corporation is **SOCIAL ENTERPRISE SERVICES INC.** (the "**Corporation**"), and its principal office and mailing address is 13200 Belcher Rd. S., Largo, Florida 33773.

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "**Code**").

**ARTICLE III
ADDRESS OF REGISTERED OFFICE**

The street address of the initial registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida 33602, and the name of the registered agent of this Corporation at that address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE IV **PURPOSE**

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(1) and (2) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

(a) To provide job training and educational experiences for volunteers that will serve community based charities, social entrepreneurs, offer mentorship programs and activities that will provide volunteer and low-cost consulting and program services to public charities ;

(b) to promote, serve and offer educational services and programs that will enhance, supplement and support programmatic initiatives sponsored by social entrepreneurs that offer community based and charitable services;

(c) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(d) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify as public charities under Section 501(c)(3) of the Code;

(e) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code.

ARTICLE V **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VI
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(1) and (2) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code."

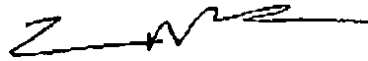
ARTICLE XI
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation were adopted by all of the directors of the Corporation and executed by the Corporation by its President and attested by its Secretary as directed by the Board of Directors pursuant to the Florida Not-For-Profit Act on this 15 day of February, 2021.

SOCIAL ENTERPRISE SERVICES INC.

Signature:



Name:

Ryan Kara

Title: President

Signature:



Name: David R. Wistocki

Title: Secretary