

N16000010805

(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



100292147061

11/14/16--01007--020 \*\*35.00

FILED  
2016 NOV 14 AM 9:10  
RECEIVED  
DEPARTMENT OF STATE  
16 NOV 14 PM 2:39

11/14/16  
N16000010805

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

**WALK IN**

PICK UP: 11-14-16

- ☐ CERTIFIED COPY \_\_\_\_\_
- ☒ PHOTOCOPY \_\_\_\_\_
- ☐ CUS \_\_\_\_\_
- ☒ FILING Amend \_\_\_\_\_

1. Buds of Hope, Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 15, 2016

CORPORATE ACCESS, INC.  
P.O. BOX 37066  
TALL., FL 32303

SUBJECT: BUDS OF HOPE, INC.  
Ref. Number: N16000010805

We have received your document for BUDS OF HOPE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 816A00024410

*Corrected*

RECEIVED  
NOV 15 10 21 AM '16  
SUFFICIENT TO FILE  
FOR FILING

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BUDS OF HOPE, INC.**

(A Florida Not-For-Profit Corporation)

**ARTICLE I**  
**NAME**

The name of this corporation shall be Buds of Hope, Inc. (hereinafter called the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134.

**ARTICLE III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, which is organized and shall be operated exclusively for charitable, educational and/or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law (the "Code"), and not for pecuniary profit, including but not limited to, a multi-layered; multi-faceted approach to sustainable food/healthy food, including the following:

- (a) To sustain, preserve, restore and create environmental integrity in the urban areas of South Florida;
- (b) To nurture the remaining natural habitat and to develop and maintain urban gardens for residents of South Florida urban communities;
- (c) To create a life circle and cycle from planting a seed to cultivating an entire urban garden, to harvesting, cooking and serving healthy, fresh organic food for residents of South Florida urban communities;
- (d) To create public food in a public space;
- (e) To foster farmers' markets and to create other avenues for distribution of locally grown food;
- (f) To create a thoughtful and productive community of youth and adults from diverse backgrounds who work together to build a sustainable food source and to produce healthy, fresh organic food for residents of urban communities in South Florida;

FILED  
2018 NOV 14 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

- (g) To provide and support educational and revitalization efforts in the urban communities of South Florida on the foregoing projects;
- (h) To inspire and support others to create similar changes in their urban communities and to provide leadership opportunities for youth;
- (i) To initially partner with the United Nations Educational, Scientific and Cultural Organization ("UNESCO") to support an event series to be held in Miami, Florida, which will focus on three (3) main United Nations' goals of sustainable development, zero hunger and aquatic life, including, without limitation, a main Gala event to be held on or around Earth Day in 2017, which will support sustainable development and zero hunger, followed by a science symposium and lecture series focused on ocean conservation and art auction event, with certain proceeds to be donated to the Corporation;
- (j) To accept, hold, administer, invest and disburse for the Corporation's educational, scientific and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities;
- (k) To participate in any activity designed and implemented to promote the educational and charitable purposes of the Corporation; and
- (l) To conduct any and all such other activities as are lawful and proper for corporations formed under the Florida Not For Profit Act and Section 501(c)(3) of the Code that are in furtherance of and support of the foregoing purposes.

#### **ARTICLE IV** **MEMBERSHIP; ADOPTION**

The Corporation may have members with such qualifications and rights, quorum and voting requirements for meetings of the members and notice requirements sufficient to provide notice of meetings and activities of the members, all of which shall be set forth in the Bylaws of the Corporation.

There are no members entitled to vote on the proposed amendment and, the date of adoption of the amendment by the Board of Directors was November 11, 2016.

#### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Devine Goodman Rasco & Watts-FitzGerald, LLP, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134; and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than

three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

## **ARTICLE VII**

### **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 one or more entities which are organized and operated exclusively for charitable, educational and/or scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

## **ARTICLE VIII**

### **LIMITATIONS**

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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## **ARTICLE IX**

### **INDEMNIFICATION**


Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald  
Devine Goodman Rasco & Watts-FitzGerald, LLP  
2800 Ponce de Leon Boulevard, Suite 1400  
Coral Gables, Florida 33134

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation on this 14<sup>th</sup> day of November, 2016.

  
Abigail C. Watts-FitzGerald  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


**WITNESSETH:**

That, Buds of Hope, Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Devine Goodman Rasco & Watts-FitzGerald, LLP, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 14<sup>th</sup> day of November, 2016.

  
\_\_\_\_\_  
Abigail C. Watts-FitzGerald  
Registered Agent