

N 17000006852

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C GOLDEN

JUL -3 2018

TRANSMITTAL LETTER

Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

Name of Corporation: **A NEW BEGINNING COMMUNITY OUTREACH, INC.**

Document Number: **N17000006852**

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation of A New Beginning Community Outreach, Inc. and a check for in the amount of forty-three dollars and seventy-five cents (\$43.75) for the Filing Fee and Certified Copy.

Please return all correspondence concerning this matter to:

Julia Hajny
A New Beginning Community Outreach
7436 S Federal Hwy
Port St Lucie FL 34952
primavistaveteranhousingsober@gmail.com

For further information concerning this matter, please call:

Julia Hajny
(772) 882-2757



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2018

JULIA HAJNY
7436 S FEDERAL HIGHWAY
PORT ST. LUCIE, FL 34952

SUBJECT: A NEW BEGINNING COMMUNITY OUTREACH, INC.
Ref. Number: N17000006852

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 018A00011912

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18 JUN 29 PM 2:00
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TALLAHASSEE, FL 32314

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2018 JUN 29 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
A NEW BEGINNING COMMUNITY OUTREACH, INC.**

Whereas, the Articles of Incorporation for the Corporation (as defined in Article I below) were filed with the Florida Department of State on June 29, 2017;

Whereas, on April 16, 2018 the Board of Directors of the Corporation unanimously approved a resolution proposing to amend and restate the Articles of Incorporation pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, as amended;

Now, Therefore, Be it Resolved, that the Articles of Incorporation of the Corporation be and they hereby be amended and restated in their entirety as follows:

ARTICLE I – NAME

The name of the corporation is A NEW BEGINNING COMMUNITY OUTREACH, INC. (the "Corporation").

ARTICLE II – PURPOSE

The Corporation is organized exclusively for the purposes of being a public charity to perform community outreach to assist home veterans obtain housing, community-base support, stability, and education in a clean and safe environment, under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

ARTICLE III – PRINCIPAL OFFICE

The address of the Corporation's registered office, principal place of business, and mailing address in the State of Florida is 7436 S Federal Hwy, Port St Lucie FL 34952.

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Registered Agent is Nellie Johnson, 7436 S Federal Hwy, Port St Lucie FL 34952.

ARTICLE V – INITIAL DIRECTORS

The names and mailing addresses of the initial directors of the Corporation are as follows:

Julia Hajny
7436 S Federal Hwy
Port St Lucie FL 34952

Roderick D. Klugh III
7436 S Federal Hwy
Port St Lucie FL 34952

Dolly Gibson
7436 S Federal Hwy
Port St Lucie FL 34952

ARTICLE VI – MANNER OF ELECTION

The Directors of the Corporation shall elected or appointed as provided in the Bylaws.

ARTICLE VII – MANAGEMENT

The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by statute or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX – PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE X – BALLOTS

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XI – NUMBER OF DIRECTORS

The number of directors which constitute the Board shall be no less than three (3) and up to seven (7). The number of directors can be increased or decreased by a vote of the Board at any

annual or special meeting, but shall never be less than three (3) nor more than seven (7). In addition, in the event there are more than three (3) directors on the Board, the the Board shall establish staggered terms for the directors to hold office for three (3) years. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. In the event of the establishment of staggered terms for the directors, the Board shall have the power to make any adjustments reasonably required to maintain a staggered Board.

ARTICLE XII – BYLAWS

The Board is expressly empowered to adopt, amend or repeal any of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board shall require the approval of a majority of the Board.

ARTICLE XIII – LOCATION OF MEETINGS

Meetings of the Board may be held within or without the State of Florida, as the Bylaws may provide.

ARTICLE XIV – AMENDMENT OR REPEAL OF ARTICLES

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote required by law or by these Amended and Restated Articles of Incorporation, the affirmative vote of a majority of the voting Board shall be required to amend or repeal this Article XIV, and Article VI, Article VIII, Article XI or Article XII of these Amended and Restated Articles of Incorporation.

ARTICLE XV – CHARITABLE ORGANIZATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. No substantial 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. Notwithstanding any other provision of these articles, the corporation shall not 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX – DEDICATION OF ASSETS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation were duly approved by the directors of the Corporation on April 16, 2018 by the unanimous consent of all directors.

I, the Undersigned, do make, file and record these Amended and Restated Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this April 16, 2018.

By: Julia Hainy
Printed Name: Julia Hainy
Title: Chairman

**CERTIFICATE OF DESIGNATION
Of
REGISTERED AGENT**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

A NEW BEGINNING COMMUNITY OUTREACH, INC.

2. The name of the registered agent and principal place of business and mailing address of the corporation are:

Registered Agent:
Nellie Johnson
7436 S Federal Hwy
Port St Lucie FL 34952

Principal Place of Business:
A NEW BEGINNING COMMUNITY OUTREACH, INC.
7436 S Federal Hwy
Port St Lucie FL 34952

Mailing Address:
A NEW BEGINNING COMMUNITY OUTREACH, INC.
7436 S Federal Hwy
Port St Lucie FL 34952

Having been named as registered agent to accept the service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Nellie Johnson, Registered Agent

04/16/18

Date

The date of each amendment(s) adoption: 6/22/2018, if other than the date this document was signed.

Effective date if applicable: 6/22/2018
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 6/22/2018

Signature Roderick D. Klugh III
(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)

Roderick D. Klugh III
(Typed or printed name of person signing)

Vice Chairman
(Title of person signing)