

N18000002248

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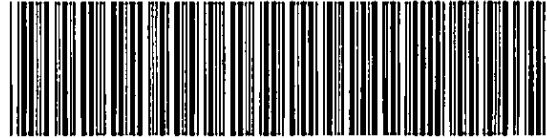
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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FILED
2021 JAN 26 PM 5:14
CLERK OF STATE
ALABAMA

3/19/21

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Homestead Station QALICB, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Gemma Torcivia

Name (Printed or typed)

100 Civic Court

Address

Homestead, FL 33030

City, State & Zip

561-602-6222

Daytime Telephone number

gtorcivia@cityofhomestead.com

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

NOTE: Please provide the original and one copy of the document.

FILED

AMENDED AND RESTATED

2021 JAN 26 PM 5:14

ARTICLES OF INCORPORATION

OF

HOMESTEAD STATION QALICB, INC.

SECRETARY OF STATE
TALLAHASSEE, FL

A Florida "Not For Profit" Corporation

Pursuant to and in accordance with Section 617.1007 of the Florida Not for Profit Corporation Act (the "**Act**"), Homestead Station QALICB, Inc., a Florida not for profit corporation (the "**Corporation**"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "**Amended and Restated Articles of Incorporation**") with the Department of State of the State of Florida (the "**Department of State**"), that:

The name of the Corporation is Homestead Station QALICB, Inc.

The Articles of Incorporation of the Corporation were originally filed with the Department of State on March 1, 2018 under Document Number N18000002248 (the "**Articles**").

These Amended and Restated Articles of Incorporation do not require member approval and have been duly adopted and approved by the Board of the Directors of the Corporation by Joint Written Action signed by each member of the Board of the Directors on January 20, 2021, in accordance with the applicable provisions of the Act. The number of votes cast for the amendment and restatement was sufficient for approval.

The Corporation's Articles are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME OF CORPORATION: The name of the corporation is **HOMESTEAD STATION QALICB, INC.** (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Corporation is located at 100 Civic Court, Homestead, Florida 33030.

MAILING ADDRESS: The mailing address of the Corporation is 100 Civic Court, Homestead, Florida 33030.

ARTICLE III

PURPOSE: This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law. The Corporation is organized, and at all times hereafter operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the City of Homestead, Florida, a Florida municipality (the "City").

The Corporation shall exist and operate solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual. The Corporation shall not be for the benefit of private interests.

ARTICLE IV

POWERS:

(a) The Corporation shall have and exercise all powers of a non-profit corporation as the same now exist or may hereinafter exist under the laws of the State of Florida.

(b) The Corporation shall be authorized to use its property, facilities and personal services, to receive, hold, invest, or administer assets or property and to make expenditures in accordance with its purpose and Florida law. The Corporation further shall be authorized to incur indebtedness in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, capitalize, loan, design and construct, lease, lease-purchase, purchase, sell,

dispose of or operate real property and operating businesses necessary and desirable to serve needs and purposes of the City.

(c) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the assets, income, or profits of the Corporation shall be distributable to, or inure to the benefit of, its directors, or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE V

PROHIBITED PURPOSES:

(a) Notwithstanding any other provision of these articles, the 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 Code or the corresponding provision of any future United States Internal Revenue law.

(b) 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, or officers thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. The property, assets, and net income of the Corporation are irrevocably dedicated to charitable purposes and no part of which shall inure to the benefit of any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes.

(c) No 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, nor intervene in, any political campaign on behalf of any candidate for public office.

(d) The corporation shall not engage in any prohibited activity as defined in Section 617.0835, Florida Statutes, or the corresponding provision of any future Florida Statute.

ARTICLE VI

MEMBERSHIP: The Corporation shall not have members or capital stock.

ARTICLE VII

BYLAWS: The Bylaws of the Corporation shall be initially approved by a majority vote of the initial Board of Directors and thereafter may be amended as provided in the Bylaws.

ARTICLE VIII

AMENDMENT: These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE IX

MANNER OF ELECTION: The initial Board of Directors shall be appointed by the City Manager of the City. The method of selection for subsequent and additional directors on the Board of Directors and number of directors shall be stated in the Bylaws. The provision for the election of the directors and officers shall be set forth in the Bylaws. No action shall be taken at any time by the Corporation when appointees or designees of the City to the Board of Directors do not constitute a majority of the Board of Directors of the Corporation.

ARTICLE X

DIRECTORS: The Corporation shall be governed by a Board of Directors as provided for in the Bylaws of the Corporation, although the City reserves the following powers:

- (a) To appoint Directors as provided in the Bylaws of the Corporation;
- (b) To have the independent authority to remove a Director of the Corporation appointed by the City, without cause, whenever such action would be in the best interest of the Corporation;
- (c) To approve all amendments to the Articles of Incorporation and Bylaws of the Corporation, except the adoption of the initial Articles of Incorporation and Bylaws of the Corporation;
- (d) To approve the appointment by the Board of Directors of the Officers of the Corporation;
- (e) To approve the establishment and dissolution of any subsidiary entities;

(f) To approve the Corporation's making of a loan or debt instrument to or equity investment in an individual or corporate entity;

(g) To approve any transfer of assets of the Corporation's assets exceeding one-hundred thousand dollars (\$100,000.00) in value, except when such transfer is made to a lender to the Corporation in relation to a full or partial satisfaction of a loan made to the Corporation by the same lender when such loan was approved by the Board of Directors, including transfer of (i) mortgaged tangible or intangible assets, (ii) tangible or intangible assets subject to liens or pledge agreements, or (iii) tangible or intangible assets included in a lender's collateral for a loan to the Corporation;

(h) To direct the preparation of and give approval to any plan of dissolution or merger.

ARTICLE XI

OFFICERS: The Officers of the Corporation shall consist of such officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the Corporation. The Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The initial Officers shall be elected at the first meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting.

ARTICLE XII

INFORMAL ACTION: To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors or any appointed committee of either board, or any action which may be taken at any annual or special meeting of any such board or committee, may be taken without a meeting, without prior notice and without a vote, if the action is taken by the directors or committee members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all directors or committee members entitled to vote on such action were present and voted. The action must be evidenced by one or more written consents describing the action taken, dated and signed by approving directors or committee members having the requisite number of votes and entitled to vote on such action, and such written consent or consents must be delivered to the Corporation at its principal office.

ARTICLE XIII

REGISTERED AGENT: The name of the registered agent of the corporation is Gemma Torcivia. The address of this registered agent is 212 NW 1st Avenue, Homestead, Florida 33030.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XIV

INCORPORATOR: The name and address of the incorporator is Gemma Torcivia, 212 NW 1st Avenue, Homestead, Florida 33030.

ARTICLE XV

INDEMNIFICATION: Any person made a party to any action, suit or proceeding by reason of being a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her 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 or officer is liable for any misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.

ARTICLE XVI

DISSOLUTION: The Board of Directors or its successor entity shall have the irrevocable power and authority by a unanimous vote at any regular called meeting of said Board of Directors to unilaterally direct the dissolution of the Corporation in accordance with Chapter 617 of the Florida Statutes.

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, the Corporation shall dispose of its assets remaining after payment of all costs and expenses of such dissolution exclusively for the purposes of the Corporation to such organizations organized and operated exclusively for purposes as shall at that time qualify as purposes of a tax exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future Internal Revenue law, as the Board of Directors shall determine. Upon dissolution of the Corporation, none of the assets shall be distributed to any natural person who is a director or officer of this Corporation.

ARTICLE XVII

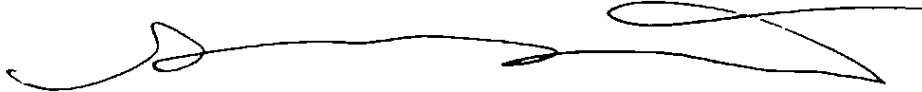
TERMS OF EXISTENCE: Subject to the provisions of Article XVI of these Articles of Incorporation, the Corporation shall have perpetual existence.

[Remainder of Page Left Intentionally Blank]

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent for Homestead Station QALICB, a Florida non-profit corporation, and agree to act in this capacity.

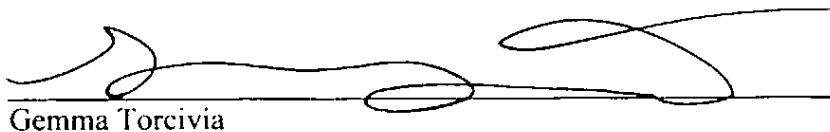


Signature of Registered Agent

January 20, 2021
Date

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by the undersigned on this 20th day of January, 2021

The undersigned submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Gemma Torcivia

January 20, 2021

Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

- ☒ The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

The date of each amendment(s) adoption is: January 20, 2021
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment was/were sufficient for approval by

(voting group)

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: January 20, 2021

Signature: _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Gemma Torcivia

(Typed or printed name of person signing)

CEO

(Title of person signing)