

Amended  
& Restated

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Cornerstone Collaborative Florida Inc.

**DOCUMENT NUMBER:** N18000005615

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Keenyn McFarlane

Name of Contact Person

Cornerstone Collaborative Florida Inc.

Firm/ Company

8870 Kettle Drum Terrace

Address

Boynton Beach, FL, 33473

City/ State and Zip Code

keenynmcfarlane@cornercollab.org

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

For further information concerning this matter, please call:

Keenyn McFarlane

Name of Contact Person

at ( 561 )

413-3389

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CORNERSTONE COLLABORATIVE FLORIDA INC.**

Pursuant to the provisions of Chapter 617.0202, Florida Statutes, the undersigned Florida not for profit corporation, **Cornerstone Collaborative Florida Inc.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

**WHEREAS**, the Corporation's original Articles of Incorporation were filed with the Secretary of the State of Florida on May 18, 2018, Document No. N18000005615; and

**WHEREAS**, these Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, were adopted by all of the Directors of the Corporation at a meeting with a quorum present, which was held on October 30, 2018. As the Corporation does not have Members, no Member vote was required to effect this Amendment. To effect the foregoing, the Corporation's Articles of Incorporation is hereby amended and restate in its entirety as set forth below:

**Article I**  
**CORPORATION NAME**

The name of the Corporation is Cornerstone Collaborative Florida Inc.

**Article II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is: 8870 Kettle Drum Terrace, Boynton Beach, FL, 33473.

**Article III**  
**MAILING ADDRESS**

The mailing address of the Corporation is: 8870 Kettle Drum Terrace, Boynton Beach, FL, 33473.

**Article IV**  
**DURATION AND MEMBERSHIP**

The Corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be regulated by the Corporation's bylaws.

**Article V**  
**BOARD OF DIRECTORS**

19 DEC 10 AM 12:00

FILED

The method of selection of the Board of Directors and number of Directors shall be stated in the Corporation's bylaws. The names of the initial Directors of the Corporation are hereby incorporated by reference.

## **Article VI** **INCORPORATOR**

The name and address of the Incorporator is:

Keenyn McFarlane  
8870 Kettle Drum Terrace  
Boynton Beach, FL 33473

## **Article VII** **CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. The mission of the Corporation is to end poverty and reduce violence by engaging vulnerable populations and those most in need of support for education, training, employment, legal advocacy, housing, and whose communities need sustainable economic development; and, in general, to exercise any and all powers which a not for profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of

any future United States Internal Revenue law.

## **Article VIII**

### **501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** 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, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually performed in carrying out, and to make payments and distributions in furtherance of, the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. 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.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, to be used exclusively for charitable and educational purposes, 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **Article IX**

### **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was 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 by his heirs, executors or administrators) 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 negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

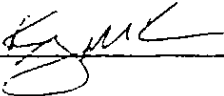
**Article X**  
**DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

**Article XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's bylaws.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of **Cornerstone Collaborative Florida Inc.**, on this 30<sup>th</sup> day of October 2018.

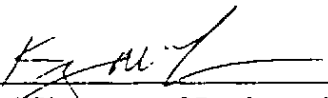
  
Signature

Name: Keenyn McFarlane

Title: Founder & CEO

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **Cornerstone Collaborative Florida Inc.**, a Florida not for Profit Corporation.

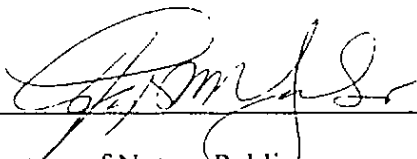
  
Required Signature of Registered Agent

Date: 11/21/18

STATE of FLORIDA

COUNTY of MIAMI-DADE

The foregoing instrument was acknowledged before me this 21 day of November 2018 by KEENYND McFarlane as Reg Agent of Cornerstone Collaborative Florida Inc., a Florida non-profit corporation ( ) who is personally known to me, or ( ) who has produced FDOL as identification.

  
Signature of Notary Public

Notary Stamp/Seal

