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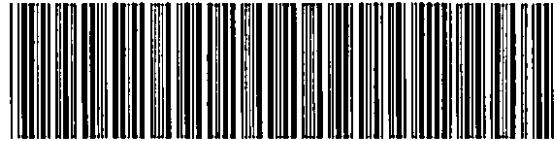
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2019 MAR 18 PM 3:54

Amended / CC
Restated

MAR 27 2019

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COVER LETTER

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

Name of Corporation: **BocaFirst Inc.**

Document Number: **N18000013185**

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation of BocaFirst 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:

Katie Barr MacDougall
BocaFirst Inc.
161 Wavecrest Court
Boca Raton FL 33432
Katie@haitianart.com

For further information concerning this matter, please call:

Katie Barr MacDougall

561-859-7924

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

BOCAFIRST INC.

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OFFICE

Whereas, the Articles of Incorporation of the Corporation (as defined in Article I below) were filed with the Florida Department of State on December 18, 2018;

Whereas, on March 4, 2019, the Board of Directors of the Corporation unanimously approved a resolution proposing to amend and restate the Articles of Incorporation pursuant to Sections 617.1006 and 617.1007 of the Florida Business Corporation Act, as amended;

There are no voting members of the Corporation;

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

ARTICLE I - NAME

The name of this corporation is BocaFirst Inc. (the "Corporation").

ARTICLE II - PURPOSE

The purpose of this Corporation is to informing, educating and gathering feedback for the purpose of reporting on community issues relevant to the residential neighborhoods and businesses in Boca Raton.

ARTICLE III – PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation's registered office in the State of Florida is 161 NE Wavecrest Court, Boca Raton, FL 33432

ARTICLE IV – REGISTERED AGENT

The name and address of the Registered Agent is Katie Barr MacDougall, 161 NE Wavecrest Court, Boca Raton FL 33432.

ARTICLE V – DIRECTORS

The directors of the Corporation are:

Joe Panella
851 SW 19th Street
Boca Raton FL 33486

Katie Barr MacDougall
161 NE Wavecrest Court
Boca Raton FL 33432

Michael Brown
4520 NW 5th Ave
Boca Raton FL 33431

ARTICLE VI – 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 VII - INDEMNIFICATION

To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation or its shareholders 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 VII, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII, 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 VIII - ELECTION

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

ARTICLE IX - DIRECTORS

(a) 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 shareholders at any annual or special meeting. The terms of the directors shall be to hold office for three (3) years. In addition, in the event there are more than three directors on the Board, the Board shall have the power to make any adjustments reasonably required to maintain a staggered Board. 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.

(b) Unless otherwise restricted by statute, by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, any director, or all of the directors, may be removed from the Board, with or without cause, but only by the affirmative vote of all other members of the Board.

ARTICLE X - 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 XI - MEETINGS OF DIRECTORS

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

ARTICLE XII - NOT FOR PROFIT ORGANIZATION

The purposes for which the Corporation is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: (1) developing and advocating for legislation, regulations, and government programs to improve the environment, protect

natural resources, and stimulate the economy and (2) conducting research and publicizing the positions of elected officials concerning these issues.

This Corporation is not organized for profit, and no part of the net earnings of this 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 may reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of the articles, the corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code, or any future federal tax code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

ARTICLE XIII – DEDICATION OF ASSETS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(4) 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 for such purposes.

ARTICLE XIV – RIGHT TO AMEND OR REPEAL

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 and all rights conferred upon shareholders are granted subject to this reservation; 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 of the holders of any class or series of the stock of this Corporation required by law or by these Amended and Restated Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of the Corporation's issued and outstanding Classes of Stock, voting as a single class shall be required to amend or repeal this Article XIV and Article VI, Article VII, Article IX, Article X, Article XII, or Article XIII of these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation were duly approved by the directors of the Corporation on March 12, 2019 by the unanimous consent.

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 March 11, 2019.

By: KATIE BARR MACDOUGALL *Katie Barr MacDougall*
Printed Name: Katie Barr MacDougall
Title: President