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DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FEB 27 2020
S. YOUNG



2020 FEB 24 AM 11:56

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2020

JANETTE DAVIS
JANETTE L DAVIS CPA LLC
1745 N UNIVERSITY DRIVE
PEMBROKE PINES, FL 33027

SUBJECT: THE GREEN HAVEN PROJECT, INC.
Ref. Number: N19000007076

We have received your document for THE GREEN HAVEN PROJECT, 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):

NO ATTACHMENT ENCLOSED

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.

Shelia H Young
Regulatory Specialist II

Letter Number: 320A00001830

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE GREENHAVEN PROJECT, INC

DOCUMENT NUMBER: N19000007076

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

Please return all correspondence concerning this matter to the following:

Janette Davis

(Name of Contact Person)

Janette L Davis CPA LLC

(Firm/ Company)

1745 N University Dr

(Address)

Pembroke Pines, FL 33024

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Janette Davis

9549670969

(Name of Contact Person)

at

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Amendment of
ARTICLES OF INCORPORATION OF
THE GREENHAVEN PROJECT, INC**

Article I -- Name

The name of this corporation is
THE GREENHAVEN PROJECT, INC

Article II -- Purpose

- A. This corporation is organized and shall operate exclusively for charitable, educational, and scientific purposes, including such, the making of distributions to organizations that qualify as exempt organizations described in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.
- B. As a means incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:
1. To accept, require, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
 2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
 3. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by any other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and
 4. To invest or reinvest its funds in stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2020 FEB 24 AM 7:52

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5. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
 6. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.
- C. Notwithstanding everything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section. 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. Exempt Purpose

Accordingly, the corporation shall; absolutely refrain from participating in political campaigns; ensure that its earnings and assets do not unjustly enrich board members, officers, key management employees, or other insiders; not further nonexempt purposes more than insubstantially; not operate for the primary purpose of conducting a trade or business that is not related to exempt purposes; not engage in activities that are illegal or violate public policy; and restrict its legislative activities in accordance with Section 501 (c)(3).

However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the income, principal, holdings or assets of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

- E. **Dissolution** – Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 ©(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III – Bylaws

The bylaws of this corporation may only be made, amended, or rescinded by a majority vote of the voting members, unless all the voting members sign a written statement manifesting their intention that the bylaws be made, amended, or rescinded.

Article IV – Address

The street and mailing address of THE GREENHAVEN PROJECT, INC, initial principal office is:

C/O DAVID MICHAEL ROPER
11111 BISCAYNE BLVD
APT 126
N MIAMI, FL 33181

Article V – Registered Agent

The name and address of the initial registered agent for THE GREENHAVEN PROJECT, INC. is:

C/O DAVID MICHAEL ROPER
11111 BISCAYNE BLVD
APT 126
N MIAMI, FL 33181

Article VI – Board of Directors

The affairs of THE GREENHAVEN PROJECT, INC shall be managed by a Board of Directors consisting of no less than one Director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name and addresses of each member of the corporation's initial Board of Directors, who shall serve until successors are elected, are:

Directors

DAVID MICHAEL ROPER
11111 BISCAYNE BLVD
APT 126
N MIAMI, FL 33181

JOSHUA C PLACERES
15867 SW 61ST ST
MIAMI, FL 33193

JORGE L PALACIOS
3842 NW 207TH TERRACE
MIAMI GARDENS, FL 33055

NICOLE G MESARINA
1364 SW 13TH ST
MIAMI, FL 33145

SAMUEL A CHILLARON
11111 BISCAYNE BLVD
MIAMI, FL 33181

TKEYAH C DUMOY
700 SW 78TH AVE, APT 1119
PLANTATION, FL 33324

JORGE HOSANG
11272 ROYAL PALM BLVD
CORAL SPRINGS, FL 33065

Article VII – Members

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-one (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting members as may be determined under the Bylaws.

Article VIII – Incorporator

The name and address of the incorporator is:

DAVID MICHAEL ROPER
11111 BISCAYNE BLVD
APT 126
N MIAMI, FL 33181

Article IX – Corporate Existence

The initial Articles of Incorporation were effective 6/28/2019. This corporation shall exist perpetually.

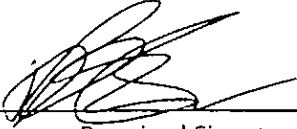
Article X – Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Certification

These Articles of Incorporation have been adopted by the Board of Directors and do not contain any amendments requiring member approval.

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 and agree to act in this capacity.

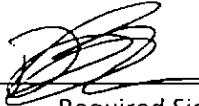


Required Signature of Registered Agent

02/12/20

Date

I 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 s.817.155, F.S.



Required Signature of Incorporator

02/12/20

Date