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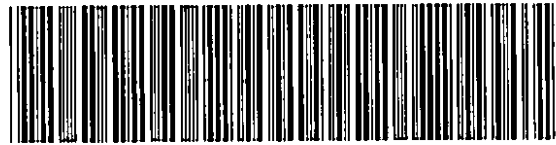
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TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: COA SOUTH FLORIDA, INC.

DOCUMENT NUMBER: N19000008571

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

Please return all correspondence concerning this matter to the following:

Robert L. Shearin  
(Name of Contact Person)

Law Office of Robert L. Shearin  
(Firm/ Company)

9233 VIA GRANDE WEST  
(Address)

WELLINGTON FL 33411  
(City/ State and Zip Code)

RLShearin1@yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ROBERT L. SHEARIN at 561-706-7572  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

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**AMENDED ARTICLES OF INCORPORATION  
OF  
COA SOUTH FLORIDA, INC.**

The undersigned officer, for the purpose of forming and amending a Corporation under the provisions of Chapter 617 of the Florida Statutes, the Florida Not for Profit Corporation Act, does hereby adopt the following Amended Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is: COA SOUTH FLORIDA, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 7704 Travelers Tree Drive, Boca Raton, Florida 33433 and the mailing address is the same.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida and not for pecuniary profit. The specific purpose of the corporation will be to provide educational resources for its members, mentoring services for high school aged children, and charitable services to nursing homes, assisted living facilities, and residential homes for the disabled within Palm Beach and Broward Counties Florida. To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

**ARTICLE IV - BOARD OF DIRECTORS**

The manner in which the directors are elected or appointed are stated in the bylaws of the corporation. The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased from time to time in accordance with the bylaws of the corporation, but may never be less than three. The directors shall be protected from personal liability to the fullest extent permitted by law.

**ARTICLE V - BOARD OF DIRECTORS**

The name and address of the Board of Directors and Officers shall be:

HARVEY CARMEL  
7704 Travelers Tree Drive  
Boca Raton, FL 33433

PRESIDENT & DIRECTOR

LOUIS SANDLER  
7137 Promenade Drive  
Unit B501  
Boca Raton, FL 33433

VICE PRESIDENT & DIRECTOR

KEN LESTZ  
1452 LaCosta Drive East  
Pembroke Pines, Florida 33027

SECRETARY & DIRECTOR

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator was:

Neuman Pollack  
9731 San Vittore Street  
Lake Worth, Florida 33467

#### **ARTICLE VII - REGISTERED AGENT**

The street address of the initial registered office of this Corporation is at 1700 South Dixie Highway, Boca Raton, FL 33432 and the name of its Registered Agent at that address is ROBERT L. SHEARIN, Esquire.

#### **ARTICLE VIII – TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

#### **ARTICLE IX – QUALIFICATIONS OF MEMBERSHIP**

The categories of memberships, qualifications of memberships and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

#### **ARTICLE X - VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided for in the By Laws of the Corporation.

#### **ARTICLE XI - LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under the Code Section 501(c)(3) or by a corporation's contributions to which are deductible under Code Section 170(c)(2).

## **ARTICLE XII – PRIVATE FOUNDATION RESTRICTIONS**

Until the Internal Revenue Service issues a determination letter regarding the tax exemption of the Corporation and thereafter for such time as the Corporation continues to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, (the "Code"), notwithstanding any other provision of these articles of incorporation, this Article XII shall apply and the Corporation shall:

1. Distribute its income for each tax year for the purpose set forth in Article III, hereinabove, at such time and in such manner and in such amounts as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and
2. Not engage in any act of self dealing as defined in Section 4941(d) of the Code that would subject the Corporation to tax under Section 4941 of the Code; and
3. Nor retain any excess business holdings as defined in Section 4943(c) of the Code, that would subject the Corporation to tax under Section 4943 of the Code; and
4. Not make any investments in a manner that would jeopardize the carrying out of any of the exempt purposes of the Corporation within the meaning of Section 4944 of the Code that would subject it to the tax under Section 4944 of the Code; and
5. Not make any taxable expenditures as defined in Section 4945 of the Code that would subject the Corporation to tax under Section 4945 of the Code.

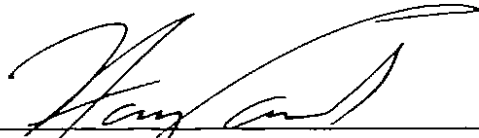
## **ARTICLE XIII - RIGHT TO AMEND**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

## **ARTICLE XIV - DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3). As the board of directors shall determine.

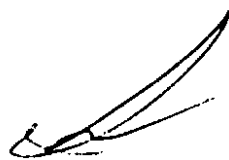
**IN WITNESS WHEREOF**, the undersigned, being the President and Director of the Company, for the purpose of forming this Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these First Amended Articles of Incorporation, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this \_\_\_ day of November, 2019 which shall serve as the date of the adoption of this First Amended Articles of Incorporation which was adopted by the board of directors without shareholder approval which was not required.

By:   
Name: Harvey Carmel  
Title: President

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH        )

The foregoing document was acknowledged before me by HARVEY CARMEL who is personally known to me and who did take an oath.



  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I, ROBERT L. SHEARIN having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.

  
\_\_\_\_\_  
ROBERT L. SHEARIN