

# N1900000924

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BAHAMAS EMERGENCY RELIEF, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAHAMAS EMERGENCY RELIEF, INC.**

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: BAHAMAS EMERGENCY RELIEF, INC
2. The Document Number of the corporation is: N19000009243
3. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

**ARTICLES OF INCORPORATION  
OF  
BAHAMAS EMERGENCY RELIEF FOUNDATION, INC.**

(A Not for Profit Corporation Organized  
Under Chapter 617, Florida Statutes, the "Act")

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**Article I**  
**NAME**

The name of the organization shall be BAHAMAS EMERGENCY RELIEF FOUNDATION, INC. (hereinafter called the "Corporation").

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**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor-JMP, Miami, Florida, 33131.

**Article III**  
**PURPOSES AND RESTRICTIONS**

Section 1. Purposes. The Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding subsequent federal tax law (the "Code"), and not for pecuniary profit.

The purposes of the Corporation are to provide emergency assistance to ensure that the victims of Hurricane Dorian located in The Bahamas, principally Grand Bahama and the Abaco Islands, have the basic necessities such as food, clothing, housing, transportation and medical assistance, and to provide longer-term direct financial assistance to those in need to rebuild their homes, businesses, communities and lives.

Section 2. Restrictions.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes, it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in section 501(c)(3) of the Code. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for personal services rendered and to make payments and distributions in furtherance of any of its purposes.

(b) 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 subsection (h) of the section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) In the event the Corporation is characterized as a private foundation within the meaning of section 509 of the Code, the Corporation, during such period of characterization:

(i) Shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

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(ii) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(iii) Shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(iv) Shall not make any investments in a manner as to subject it to tax under section 4944 of the Code.

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

**Article IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor-JMP, Miami, Florida 33131, and the initial registered agent at that address is Fowler White Burnett, P.A.

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

The business and affairs of the Corporation shall be managed through a board of directors comprised of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but there shall never be fewer than three Directors. The manner of election and removal of directors shall be regulated by the Bylaws of the Corporation.

The initial Directors, who are to serve until the first election thereof, are:

<u>Name</u>	<u>Address</u>
John M. Pennekamp	1395 Brickell Avenue, 14 <sup>th</sup> Floor Miami, Florida 33131
Catherine Pennekamp	4231 Justison Court Miami, Florida 33133

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Jeremy Cafferata	P.O. Box F42222, West Mall Drive Freeport, Grand Bahama Island The Bahamas
Antony Johns	P.O. Box F41964 Freeport, Grand Bahama Island The Bahamas
Bruce Silvera	c/o Freecon 1 Queens Highway Freeport, Grand Bahama Island The Bahamas
Gator Halpern	c/o Coral Vita P.O. Box 40185 Freeport, Grand Bahama Island The Bahamas

**Article VI**  
**OFFICERS**

The officers of the Corporation shall include a President, Vice President, Secretary, Treasurer, Chief Executive Officer and Executive Director. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the Corporation's Bylaws.

The names and addresses of the officers, who shall serve in the capacities indicated for the ensuing year or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Catherine Pennekamp	4231 Justison Court Miami, Florida 33133	President, Chief Executive Officer and Executive Director
John M. Pennekamp	1395 Brickell Avenue, 14 <sup>th</sup> Floor Miami, Florida 33131	Vice President, Secretary and Treasurer

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**Article VII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

John M. Pennekamp  
Fowler White Burnett, P.A.  
1395 Brickell Avenue  
14<sup>th</sup> Floor-JMP  
Miami, Florida, 33131

**Article VIII**  
**DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more not-for-profit funds, foundations, or corporations selected by the Board of Directors that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and that have established their federal tax-exempt status under Section 501(c)(3) of the Code. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations (satisfying the requirements of the preceding sentence) having purposes and activities which are the same as or similar to those purposes and activities of the Corporation enumerated in Article III.

**Article IX**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended, repealed, and new Articles of Incorporation adopted in accordance with procedures established in the Bylaws of the Corporation.

**Article X**  
**EFFECTIVE DATE**

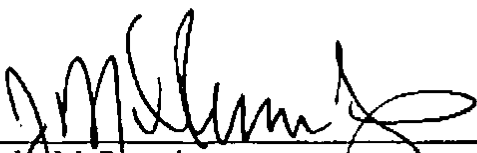
The effective date of the filing of the Articles of Incorporation shall be the date of filing with the Florida Department of State Division of Corporations.

4. There are no members of this Corporation. The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on September 9, 2019, in the manner prescribed by Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of September, 2019.

  
\_\_\_\_\_  
John M. Pennekamp,  
as Vice President

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**CERTIFICATE OF REGISTERED AGENT AND REGISTERED OFFICE**

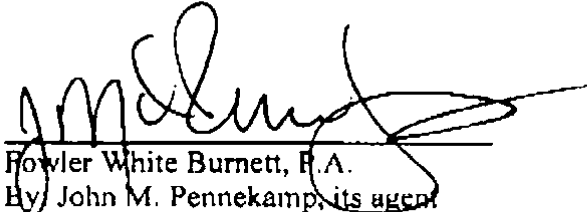
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That **BAHAMAS EMERGENCY RELIEF FOUNDATION, INC.** desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named Fowler White Burnett, P.A. as its registered agent and 1395 Brickell Avenue, 14<sup>th</sup> Floor-JMP, Miami, Florida, 33131 as its registered office.

**ACKNOWLEDGMENT:**

Having been named as registered agent for **BAHAMAS EMERGENCY RELIEF FOUNDATION, INC.** on whom process may be served, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of this position.

Dated this 9th day of September, 2019.

  
Fowler White Burnett, P.A.  
By John M. Pennekamp, its agent