

N19000012984

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

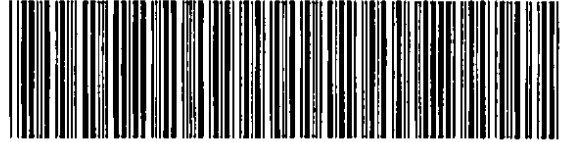
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*Failed to make  
corrections*

*Amended & Restated  
or  
Articles of Amendment*

Office Use Only



900339889419

01-11-2020 10:00:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 MAR 31 PM 12:03

*Amended & Restated*

APR 06 2020

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Whoamentoring Works, Inc.

**DOCUMENT NUMBER:** N19000012984

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

Please return all correspondence concerning this matter to the following:

K. Kymrae Hill

(Name of Contact Person)

TOC Consulting Group/Whoamentoring Works

(Firm/ Company)

116 NW 11th Avenue

(Address)

Ft. Lauderdale, FL 33311

(City/ State and Zip Code)

khillr@yahoo.com

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

For further information concerning this matter, please call:

K. Kymrae Hill

704-756-8656

at

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
20 MAR 31 PM 12:03

### **COVER LETTER**

TO: Amendment Section

Division of Corporations

Subject: Amended and Restated Articles of Incorporation

Name of Corporation: Whoa Mentoring Works, Inc

Document number: N19000012984

Letter number: 020A00004491

The enclosed "Amended and Restated Articles of Incorporation"  
are submitted for filing:

Please return all correspondence concerning this matter to the  
following:

K. Kymrae Hill

116 NW 11<sup>th</sup> Avenue

Ft. Lauderdale, FL 33311

Email: [whoamentoringworks@gmail.com](mailto:whoamentoringworks@gmail.com)



2020 FEB 17 11:4:00

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 29, 2020

K. KYMRAE HILL  
TOC CONSULTING GROUP/WHOAMENTORING WORKS  
116 NW 11TH AVENUE  
FT LAUDERDALE, FL 33311

SUBJECT: WHOAMENTORING WORKS, INC.  
Ref. Number: N19000012984

We have received your document for WHOAMENTORING WORKS, 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):

It appears from the enclosed document, you may be trying to file 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. If this is the intention, the document submitted needs correcting. The document should be entitled 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. The preamble to the articles needs to be replaced with language similar to 'These Amended and Restated Articles or Restated Articles are being submitted pursuant to 607.1007/617.1007, Florida Statutes.

Please note historical information need not be listed. This would include the name of the incorporator and the name and address of the initial registered agent.

The date of adoption and the effective date, if any, will need to be included and who adopted the changes. It also, need to be signed by officer as required by law.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 020A00004491



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 23, 2020

K. KYMRAE HILL  
TOC CONSULTING GROUP/WHOAMENTORING WORKS  
116 NW 11TH AVENUE  
FT LAUDERDALE, FL 33311

SUBJECT: WHOAMENTORING WORKS, INC.  
Ref. Number: N19000012984

We have received your document for WHOAMENTORING WORKS, 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):

You failed to make the correction(s) requested in our previous letter.

If you are filing Amended and Restated Articles your document must be entitled Amended and Restated Articles of Incorporation. I am enclosing a copy of our reject letter from February 29th. Please review and make the proper corrections to your document.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 720A00006303

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Amended and Restated Articles of Incorporation

These Amended and Restated Articles are being submitted pursuant to 617.1007, Florida Statutes.

**ARTICLE I**

**NAME**

The name of the Corporation is: Whoamentoring Works, Inc. (hereinafter "Corporation")

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business address:

116 NW 11<sup>th</sup> Avenue

Ft. Lauderdale, FL 33311

The mailing address of the corporation is:

116 NW 11<sup>th</sup> Avenue

Ft. Lauderdale, FL 33311

**ARTICLE III**

**PURPOSE OF CORPORATION**

The purpose for which this Corporation is organized is to bring mentoring and empowering programs and services to young and seasoned women in an effort to help them develop in every area of their lives. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV**

**MANNER OF ELECTION**

The Directors shall be elected by a majority vote of the Members of this Corporation as provided in the bylaws.

**ARTICLE V**

**DIRECTORS AND OFFICERS**

See attached addendum for changes to Directors and Officers.

**ARTICLE VI**

**REGISTERED AGENT**

No amendment required.

**ARTICLE VII**

**INCORPORATOR**

No amendment required.

**ARTICLE VIII**

**TERM OF EXISTENCE**

The corporation shall have perpetual existence.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 MAR 31 PM 12:03

**ARTICLE IX**  
**PROHIBITIONS**

Prohibitions no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, excepts that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in the Article III hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE X**  
**CAPITAL STOCK**

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE XI**  
**LIABILITIES OF DEBTS**

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XII**  
**DISSOLUTION**

Upon dissolutions of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) 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 the state or local government for public purposes. Any such assets not so disposed of shall be disposed of by 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 amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	DOO	Eva Taylor	12736 NW 18th Place Coral Springs, FL 33071
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add	P	Kimberly Hill	116 NW 11th Avenue Ft. Lauderdale, FL 33311
<input type="checkbox"/> Remove 3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	VP	Shirley Sims	116 NW 11th Avenue Ft. Lauderdale, FL 33311
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	S	Perla Moses	116 NW 11th Avenue Ft. Lauderdale, FL 33311
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	T	Cheryl Hill	116 NW 11th Avenue Ft. Lauderdale, FL 33311
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

Page 2 of 4

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

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[illegible]

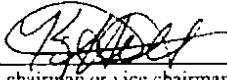
Effective date if applicable: January 29, 2020  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 29, 2020

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kimberly Hill  
(Typed or printed name of person signing)

President  
(Title of person signing)