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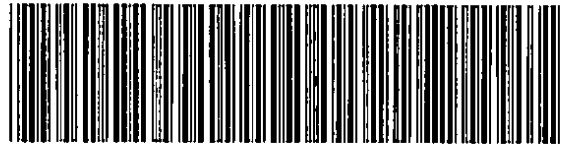
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C. BRUMBLEY

JUN 21 2022

**COVER LETTER**

**To:       Amendment Section  
          Division of Corporations**

**Subject:** Articles of Amendment of **Convicts of Diversified Empowerment, Inc**

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

Please return all correspondence concerning this matter to the following:

Antonio Goodman  
16530 NW 18th Ave.  
Miami Gardens, FL 33054

For further information concerning this matter, please contact the following::

Antonio Goodman  
Daytime telephone number: (786) 693-0943  
Email address: [agoodman@cempowering.org](mailto:agoodman@cempowering.org)

Enclosed is a check for the following amount: \$35.00 (Filing Fee)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

## ARTICLES OF AMENDMENT

### Convicts of Diversified Empowerment, Inc

(A Florida Not for Profit Corporation)

Document Number: N20000007460

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

#### MANNER OF ADOPTION:

There are no members entitled to vote on these Articles of Amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on April 1, 2022. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

#### THE AMENDMENTS

The Articles of Incorporation of Convicts of Diversified Empowerment, Inc. are hereby amended as follows:

1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads in its entirety as follows:

Article III  
Corporate Purposes

The exclusive purpose of this Corporation is to engage in charitable, educational and religious activities as those terms are used in Section 501(c)(3) of the IRS Code and this Corporation shall not engage in activities that do not further one or more of those purposes (other than as an insubstantial part of its activities)

2. The following additional Article is hereby added to the Articles of Incorporation. Article VII reads as follows:

Article VII  
501(c)(3) Limitations

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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B. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i.) The Corporation will 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

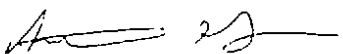
ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Convicts of Diversified Empowerment, Inc**

By:   
Antonio Goodman, President

Date: April, 19, 2022