

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H210000989563)))



H210000989563ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

Please honor original date

03/11/2021

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614) 280-3338
Fax Number : (954) 203-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROMISE GARDENS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RESTATE
CORRECT, FL

03/11/2021 PM 3:36

ED

[Electronic Filing Menu](#)[Corporate Filing Menu](#)[Help](#)

Please honor original date 03/11/2021

MAR 17 2021

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROMISE GARDENS INC.
(a Florida Not For Profit Corporation)**

Pursuant to and in accordance with Section 617, of the Florida Not For Profit Corporation Act (the "Act"), Promise Gardens Inc., a Florida corporation (the "Corporation"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "Amended and Restated Articles of Incorporation") with the Department of State of the State of Florida (the "Department of State"), that:

1. The name of the Corporation is Promise Gardens Inc.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on July 22, 2020, under Document Number: N20000007953.
3. These Amended and Restated Articles of Incorporation were adopted by the board of directors pursuant to Section 617.1007 of the Act.

The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be Promise Gardens Inc.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal address of the Corporation shall be 2835 NE 7th Street, Apt. B, Ocala, Florida 34470.

**ARTICLE III
PURPOSE**

Promise Gardens Inc. (the "Corporation") is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1985, as amended, (the "Code") or the corresponding provision of any future United States Internal Revenue Service statute, including, but not limited to, providing resources to vulnerable populations of children and adults who have experienced emotional, physical or psychological trauma, with the goal of encouraging social responsibility and community awareness in those individuals.

**ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 2835 NE 7th Street, Apt. B, Ocala, Florida 34470 and the name of its registered agent at such

office is Tamika Smith.

ARTICLE V
NUMBER AND MANNER OF ELECTION OF DIRECTORS

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE VI
MEMBERS

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

ARTICLE VII
LIMITATIONS

Notwithstanding the foregoing or any other provision of these Articles of Incorporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable and fair market compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) 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; and, except as may be permitted pursuant to Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

(c) The Corporation shall not carry on any other 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 VIII
INDEMNIFICATION AND LIMITATIONS ON LIABILITY

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act. If any of the provisions of the Act are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers or members, the liability of directors, officers, and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or

criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Any repeal or modification of this Article VIII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VIII and any other provision of these Articles, the terms and provisions of this Article VIII shall control.

ARTICLE IX **DISSOLUTION**

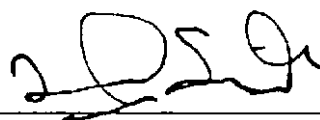
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed by a 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.

ARTICLE X **AMENDMENTS**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed by the undersigned on March 10, 2021.

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.



Name: Tamika Smith
Title: Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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.



Tamika Smith

Dated: March 10, 2021