

N20000013105

Florida Department of State
Division of Corporations
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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE TWELVE THIRTEEN DEVELOPMENT GROUP INC**

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TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of

THE TWELVE THIRTEEN DEVELOPMENT GROUP, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N20000013105

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Articles of Incorporation.

[illegible]

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 July 2, 2021

Signature Remigio Gamez
(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)

Remigio Gamez
(Typed or printed name of person signing)

President
(Title of person signing)

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ARTICLES of INCORPORATION for

THE TWELVE THIRTEEN DEVELOPMENT GROUP, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

Name and Principal Office

The name of the corporation is *THE TWELVE THIRTEEN DEVELOPMENT GROUP, INC.* The principal office will be located at: 1624 Ave, Wahneta W, Winter Haven, FL 33880

ARTICLE TWO

Non-profit Corporation

The Corporation is a non-profit corporation.

ARTICLE THREE

Duration

The period of the corporation's duration is perpetual.

ARTICLE FOUR

Purposes

Section 4.01: The corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)3 of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501(c)3.

Section 4.02: Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- b. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)2 of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for non-profit purposes.

e. The corporation is not authorized to issue capital stock.

ARTICLE FIVE

Membership

The corporation shall have no voting members.

ARTICLE SIX

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1624 Ave, Wahneta W, Winter Haven, FL 33880, and the name of its initial registered agent is Remigio Gamez.

ARTICLE SEVEN

Directors

The number of directors constituting the initial Board of Directors of the corporation is Four (4), and the names and addresses of those people who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Remigio Gamez President	1624 Ave, Wahneta W Winter Haven, FL 33880
Yesenia Garcia Director	3040 W Finley Rd Avon Park, FL 33825
Marbella C Moreno Secretary	1020 Naes Ln Lake Wales, FL 33853
Paulino Espinosa Treasurer	1020 Naes Ln Lake Wales, FL 33853

The manner in which directors will be elected or appointed is stated in the bylaws.

ARTICLE EIGHT
Indemnification of Directors and Officers

Each director and each officer or former director or officer of the corporation may be indemnified and may be advanced reasonable expenses by the corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state.

ARTICLE NINE
Limitation on Scope of Liability

No director shall be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director of the corporation, except and only for the following:

- a. A breach of the director's duty of loyalty to the corporation;
- b. An act or omission not in good faith by the director or an act or omission that involves intentional misconduct or knowing violation of the law by the director;
- c. A transaction from which the director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the director's office; or
- d. An act or omission by the director for which liability is expressly provided by statute.

ARTICLE TEN
Dissolution

The corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the corporation in such manner, or to such organization

or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE ELEVEN

Incorporator

The name and street address of the Incorporator is:

Name

Remigio Gamez

Address

1624 Ave, Wahneta W
Winter Haven, FL 33880

ARTICLE TWELVE

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

The undersigned constituting the subscriber of the corporation, for the purposes of forming the corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 2nd day of July, 2021.


Remigio Gamez

ACKNOWLEDGMENT

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.


Remigio Gamez

Prepared By: Freedomtax Accounting & Multiservices, Inc
Julian Vasquez
1016 East Osceola Parkway
Kissimmee, FL 34744