

N21000006253

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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CLERK OF COURT
JANUARY 2022

FILED
2021 DEC 28 PM 12:26
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JANUARY 2022

V. GULKER

JAN 05 2022

X



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2021

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: VOICE OF GIRLS CAN MOVE MOUNTAINS, INC.
Ref. Number: N21000006253

We have received your document for VOICE OF GIRLS CAN MOVE MOUNTAINS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please change the title from " Articles of incorporation" to Restated Articles.

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.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 621A00031380

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2022 JAN -3 PM 12:05
ALL INFORMATION
FURNISHED IS UNCLASSIFIED

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 352843 4309962

AUTHORIZATION : 

COST LIMIT : \$43.75

ORDER DATE : December 28, 2021

ORDER TIME : 2:56 PM

ORDER NO. : 352843-005

CUSTOMER NO: 4309962

DOMESTIC AMENDMENT FILING

NAME: VOICE OF GIRLS CAN MOVE
MOUNTAINS

EFFECTIVE DATE:

____ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

xx____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____

COVER LETTER

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

SUBJECT: VOICE OF GIRLS CAN MOVE MOUNTAINS

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: SOLANGES VIVENS

Name (Printed or typed)

531 COCONUT PALM TERRACE

Address

PLANTATION, FLORIDA 33324

City, State & Zip

202-669-5741

Daytime Telephone number

SOLANGES@VIVENSMEDIA.COM

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

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

ARTICLE I NAME VOICE OF GIRLS CAN MOVE MOUNTAINS
The name of the corporation is: _____

ARTICLE II RESTATED ARTICLES

ARTICLE II RESTATED ARTICLES See attached.
The text of the Restated Articles is as follows: _____

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FARMINGTON STATE
FEB 28 PM 12:27

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<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			_____

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

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

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

FILED
2021 FEB 23 PM 12:21
CLERK OF STATE
TALLAHASSEE, FL

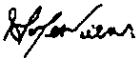
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: 5/23/2021. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

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.

Dated: 12/23/2021

Signature: 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

SOLANGES VIVENS
(Typed or printed name of person signing)

INITIAL DIRECTOR/REGISTERED AGENT
(Title of person signing)

**RESTATED
ARTICLES OF INCORPORATION
OF
VOICE OF GIRLS CAN MOVE MOUNTAINS**

(A Florida Not for Profit Corporation)

1.1. We hereby associate to form a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act (as amended from time to time, the “Act”), and hereby state as follows:

**ARTICLE I
NAME**

The name of the corporation (the “Corporation”) shall be: **VOICE OF GIRLS CAN MOVE MOUNTAINS, INC.**

**ARTICLE II
PRINCIPLE OFFICE**

Principal Street Address and Mailing Address:

531 Coconut Palm Terrace
Plantation, Florida 33324

**ARTICLE III
PURPOSES**

1. The Corporation shall be a not for profit corporation under the provisions of the Act.

2. The Corporation shall be organized and operated exclusively for charitable, educational, scientific and such other purposes as may qualify it as exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are:

(a) To establish, maintain, operate and support an educational platform where minority women from around the world can learn how to express their concerns, goals, and aspirations;

(b) To promote free-flowing dialogue where minority women can learn from each other and from coaches that guide self-improvement to learn the establishment and achievement of life goals;

(c) To raise and distribute funds including scholarships, either directly, or through related organizations or other organizations exempt from tax under Section 501(c)(3) of the Code in furtherance of the purpose of the Corporation, subject to limitations on the nature or extent of such activities applicable to organizations exempt from tax under Section 501(c)(3) of the Code;

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2021 MAY 28 PM 12:26
CLERK OF STATE
TALLAHASSEE, FL

(d) Subject to the limitations set forth herein, to engage in any and all other lawful acts or activities, and exercising all such powers, rights, and privileges applicable to nonstock corporations that are incidental to and in furtherance of accomplishing the charitable, educational, or scientific or such other purposes as may qualify it as exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future Federal tax code).

ARTICLE IV

LIMITATIONS AND RESTRICTIONS

1. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation within the meaning of Section 509(a) of the Code. All terms and provisions of these Articles of Incorporation and of the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

2. The Corporation shall be neither organized nor operated for pecuniary gain or profit, and it shall have no capital stock.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or trustee of the Corporation, or any other private person; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in these Articles of Incorporation and the Bylaws of the Corporation.

4. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not, directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

5. In the event that the Corporation shall be a private foundation within the meaning of Section 508(e) the Code, (a) for each such taxable year the Corporation shall distribute its income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation shall not (i) engage in any act of self-dealing (as defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code), (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

6. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation within the meaning of Section 509(a) of the Code; or

(b) By a corporation, contributions to which are deductible for federal income

Confidential Attorney-Client Communication | Epstein Becker Green, P.C. | May 20, 2021 Draft

tax purposes under Section 170(c)(2) of the Code.

ARTICLE V **DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all remaining assets of the Corporation pursuant to a plan of distribution adopted by the Board which provides for the distribution of such assets to an organization(s) organized and operated exclusively for public charitable uses and purposes that qualifies as exempt from taxation under Section 501(c)(3) of the Code and as other than a private foundation under Section 509(a) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction located in Florida, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated for such purposes.

ARTICLE VI **INDEMNIFICATION; ELIMINATION OF LIABILITY**

To the fullest extent permissible under state law, the Corporation shall indemnify against all judgments, settlements, penalties, fines, costs and expenses, and advance reasonable expenses (including attorney's fees) to, any individual who was, is or is threatened to be named a defendant or respondent in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (and the individual's heirs, executors and administrators), because the individual is or was a director, officer, employee, agent or volunteer of the Corporation or, while a director, officer, employee, agent or volunteer, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (whether or not a director, officer, employee, agent or volunteer at the time such costs or expenses are incurred by or imposed), except in relation to matters as to which the individual shall have been finally adjudged in the action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties. This right of indemnification shall not be deemed exclusive of any rights to which the individual may be entitled under any by-law, agreement, or otherwise.

To the fullest extent permitted by the Act, in any proceeding brought by or in the right of the Corporation or brought by or on behalf of members of the Corporation against any officer or Director for breach of any duty as an officer or Director, the monetary damages assessed against the officer or Director arising out of a single transaction, occurrence, or course of conduct shall be eliminated. The liability of an officer or director shall not be limited as provided in this Article if the officer or Director engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE VII **MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be as stated in the Corporation's bylaws.

ARTICLE VIII

DIRECTORS

The affairs of the Corporation shall be managed and regulated by its Board of Directors (the “**Board**”). Directors shall serve three (3) year terms, unless such director is appointed to fill a vacancy on the Board. In order to maintain staggering of terms, the Board of Directors may assign certain Directors terms of one (1) or two (2) years. In addition, the President of the Corporation shall be an *ex officio* member of the Board. The rights and privileges of the Board shall be as set forth in these Bylaws of the Corporation and in the Act.

ARTICLE IX INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Solanges Vivens, Initial Director
531 Coconut Palm Terrace
Plantation, FL 33324

Christina Eaglin, Initial Director
13613 Mills Ave.
Silver Spring, MD 20904

Fannie Jocelyn, Initial Director
8901 Wiles Road Apt. 306
Coral Springs, FL 33306

ARTICLE X REGISTERED AGENT AND OFFICE

The name of the Corporation’s initial registered agent is Solanges Vivens.

The name and Florida street address of the Corporation’s registered office, which is identical to the business office of the initial registered agent, is 531 Coconut Palm Terrace, Plantation, FL 33324.

ARTICLE XI INCORPORATOR

The name and address of the Incorporator is:

Solanges Vivens
531 Coconut Palm Terrace
Plantation, FL 33324

ARTICLE XII TERM

The Corporation shall have perpetual existence.

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.

Date: May 23 2021


Signature of Registered Agent

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

Date: May 23 2021


Signature of Incorporator