

N210000008046

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

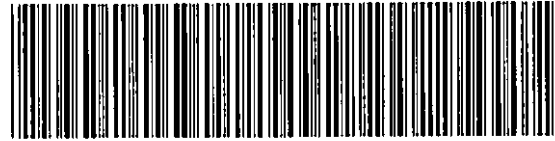
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



100404499011

*Amended &
Restated*

FILED
2023 APR -4 PM 12 14
SECRETARY OF STATE
MONTGOMERY ALA

2023 APR -4 PM 3:00
A. RAMSEY
APR -5 2023

Y02250, 00524, 00671

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gnostic Worldwide Brotherhood Inc

Please Debit 120000000257 For: 43.75

Thank you Seth Neeley



- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature

Requested by: SETH

Name

Date

Time

Walk-In _____

Will Pick Up _____

FILED

2023 APR -4 PM 12 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
GNOSTIC WORLDWIDE BROTHERHOOD INC.
(A FLORIDA NONPROFIT CORPORATION)**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopted the following amended and restated articles of incorporation for the corporation:

RECITALS

WHEREAS, the original Articles of Incorporation for the Corporation were filed on July 02, 2021.

NOW, THEREFORE, the parties, intending to amend and restate the Articles of Incorporation in its entirety, be bound by these amended and restated Articles, and accordingly the parties hereby amend and restate the Articles of Incorporation and adopt these Amended and Restated Articles of Incorporation to establish the existence and foundation of the Corporation as follows:

ARTICLE I. NAME

The name of the corporation shall be Gnostic Worldwide Brotherhood Inc. (the "Corporation").

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

3.1 Nonprofit Corporation. The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

3.2 Purposes and Powers. The Corporation is organized and shall be operated exclusively to promote educational programs and support for the integral development of human beings through the expansion of self-awareness and the strengthening of their values., which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit. By way of explanation and not of limitation, the purposes for which the Corporation is organized are to advance education of the underprivileged children and adolescents; combat the community deterioration by providing health assistance to the underprivileged and the poor; and, to lessen the Government's burden to assist those in need. The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not For Profit Corporation Act and which the Board of Trustees may deem

to be in the best interest of the Corporation, and to do all other things deemed by the Board of Trustees to be necessary or desirable in connection with any of the Corporation's business.

3.3 Further Activities. To carry on such other activities that in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

3.4 Powers. Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles on Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

ARTICLE IV. LIMITATIONS

4.1 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, except 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 set forth in Article III hereof. No substantial part of the activities of the corporation shall be the 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 any 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4.2 Upon the dissolution 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 a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 V. MEMBERS

5.1 The Corporation will have no members.

ARTICLE VI. DIRECTORS

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3). The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation. The initial Board of Directors and their respective addresses:

Freddy Vergel
3312 West 114th Terrace
Hialeah Gardens, FL 33018

Jorge E Medina Barranco
C. Ledas 185, Brena Baja
Santa Cruz de Tenerife 38712 España

Matilde Rueda Gomez
C. Ledas 185, Brena Baja
Santa Cruz de Tenerife 38712 España

ARTICLE VII.

7.1 The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

7.2 Directors of this Corporation, and any Offices elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance with the Florida Not for Profit Corporation Act and the Code, or corresponding section of any future federal tax code, which procedures are set out in the Bylaws.

ARTICLE VIII. DIRECTOR LIABILITY LIMITATIONS

8.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without the need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing

at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

9.1 Right to Indemnification. The corporation shall have the power and authority to provide indemnification in accordance with the law and the Bylaws of the Corporation.

9.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the Bylaws of the Corporation.

ARTICLE X. BYLAWS

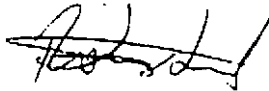
10.1 The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator for these Amended and Restated Articles of Incorporation is:
Romy B. Jurado, Esq. 10800 Biscayne Boulevard, Suite 850, Miami, Florida 33161

Acceptance of Appointment

Romy B. Jurado, Esq, hereby accepts the appointment of Registered Agent in the State of Florida for Gnostic Worldwide Brotherhood Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Romy B. Jurado
Registered Agent

ARTICLE XII. INITIAL PRINCIPAL PLACE OF BUSINESS

The address of the initial principal place of business of the Corporation shall 16542 NW 54 Avenue Suite #5 Miami Gardens, FL 33014.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors then in office. There are no members or members entitled to vote on the amendment, and this Amendment has been adopted by the Board of Directors on April 03, 2023.

Date: April 03, 2023

A handwritten signature in black ink, appearing to read 'F. Vergel', is written over a horizontal line.

Freddy Vergel, *President*
Gnostic Worldwide Brotherhood INC.