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JAN 28 2022

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## COVER LETTER

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

SUBJECT: Emerging Risk Project Corporation

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: Pedro M. Allende

Name (Printed or typed)

1801 Coral Way, Suite 305

Address

Miami, Florida 33145

City, State & Zip

305-842-1149

Daytime Telephone number

pedro.allende@emergingriskproject.org

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

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**EMERGING RISK PROJECT CORPORATION**  
**(A FLORIDA NOT FOR PROFIT CORPORATION)**

Emerging Risk Project Corporation was originally incorporated on October 18, 2021, pursuant to the Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, and pursuant to a resolution adopted by its Board of Directors on December 5, 2021, Emerging Risk Project Corporation hereby adopts these Amended and Restated Articles of Incorporation. The corporation's Board of Directors, by an affirmative majority vote and the Members of the Corporation, by an affirmative majority vote, approved these amendments in the manner set forth in the Florida Not For Profit Corporation Act:

**ARTICLE I**  
**NAME**

The name of the corporation is Emerging Risk Project Corporation.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation shall be 1801 Coral Way, Suite 305, Miami, Florida 33143. The initial mailing address of the Corporation shall be 1801 Coral Way, Suite 305, Miami, Florida 33143.

**ARTICLE III**  
**PURPOSE**

A. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (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. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not For Profit Corporation Act, including, without limitation, to undertake activities that advance and promote the understanding of emerging risk, practical downstream effects, and mitigation strategies; build a community of experts from various disciplines; and advance policy study and discussion about emerging risk.

B. 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 compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III-A hereof. No substantial part of the activities of the Corporation shall be the carrying on of

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propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision 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 tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

D. The members of the Corporation shall be entitled to vote on any resolution to dissolve the Corporation. Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the 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.

E. The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes.

#### **ARTICLE IV MEMBERS**

The Corporation shall have members. Except as otherwise expressly provided in these Articles of Incorporation, the members of the Corporation shall have such voting rights as are provided in the Bylaws of the Corporation as adopted and amended from time to time by the Board of Directors of the Corporation and as approved by the members of the Corporation. The Board of Directors shall appoint the initial members of the Corporation.

#### **ARTICLE V MANAGEMENT**

The affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by a Board of Directors. All members of the Board of Directors shall be elected by the members of the Corporation as provided by the Bylaws. The number, qualifications, and manner of election of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; provided, however, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

**ARTICLE VI  
REGISTERED AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent shall be:

Pedro Allende  
1801 Coral Way, Suite 305  
Miami, Florida 33145

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Pedro Allende  
1801 Coral Way, Suite 305  
Miami, Florida 33145

**ARTICLE VIII  
BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS;  
MERGER OR CONSOLIDATION**


A. The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation.

B. The Board of Directors of the Corporation shall have the power to alter, amend, amend and restate, repeal, or expand these Articles of Incorporation and the Bylaws by a two-thirds vote of the then existing Board of Directors of the Corporation and the two-thirds vote of the then existing members of the Corporation; provided however, that no such action shall be taken that would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Code.

C. The Corporation may, at any time, upon approval by a majority of the members of its Board of Directors then in office and by a majority of the members of the Corporation, merge into or consolidate with any other nonprofit, nonstock corporation which is, at the time of such merger or consolidation, described in Section 501(c)(3) of the Code.

[THIS SPACE INTENTIONALLY LEFT BLANK]

The undersigned has executed these Articles of Incorporation as Secretary, at Miami, Florida, on December 7, 2021. 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 Section 817.155, F.S.

  
\_\_\_\_\_  
Pedro Allende  
Secretary

#### **ACCEPTANCE BY REGISTERED AGENT**

The undersigned, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that the undersigned is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that the undersigned will comply with any other provisions of law made applicable to the undersigned as Registered Agent of the Corporation.

  
\_\_\_\_\_  
Pedro Allende