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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTER FOR COMPREHENSIVE PLANNING INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTER FOR COMPREHENSIVE PLANNING INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

1. The Articles of Incorporation of Center for Comprehensive Planning Inc. were filed with the Florida Department of State on February 8, 2022, effective on February 15, 2022, under document number N22000001358 (the "Original Articles").

2. Pursuant to the provisions of Section 617.1002 and Section 617.1007 of the Florida Not for Profit Corporation Act (Florida Statutes, Chapter 617), the Original Articles are hereby amended and restated in their entirety to read as follows:

The undersigned, acting as incorporator of a Florida corporation not for profit, hereby makes, executes and acknowledges these Amended and Restated Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, for the purpose of forming a corporation not for profit under the laws of the State of Florida. References herein or in the Bylaws to the "Articles" will mean these Amended and Restated Articles of Incorporation, as may be further amended or restated from time to time.

**ARTICLE I
NAME**

The name of the Corporation is: Center For Comprehensive Planning Inc.

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the Corporation, and the Corporation's initial mailing address, is 1385 Coral Way, PH 401, Miami, Florida 33145.

**ARTICLE III
PURPOSE**

3.1 Tax Exempt Purpose. The Corporation is organized not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any future federal tax code, including, without limitation, for the purpose of (i) curating and publishing educational materials dealing with comprehensive planning theory, purposes and methodologies for the benefit of communities; and (ii) making grants and distributions to or for the benefit of individuals and to organizations which qualify as exempt organizations under Section 501(c)(3) of the Code ("Eligible Exempt Recipient[s]") for such educational purposes (the "Exempt Purposes").

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3.2 Funding and Related Matters. In furtherance of its Exempt Purposes, the Corporation is authorized:

(a) To receive (whether by gift, contribution, grant, bequest, devise, contract, purchase, lease, as program service revenue, or otherwise), take title to, and hold, manage, invest, administer, disburse, and distribute, funds and any other properties and assets (whether real property or personal property, and whether tangible or intangible) for or in furtherance of the Exempt Purposes, without limitation as to amount of value, except such limitations, if any, as may be imposed by applicable law, in each case in accordance with the provisions of these Articles and the Bylaws;

(b) To grant, disburse, assign, sell, convey, and dispose of any property, to invest and reinvest the proceeds thereof, and to deal with and expend the income therefrom for or in furtherance of the Exempt Purposes, in each case in accordance with the provisions of these Articles and the Bylaws;

(c) To receive and take title to any property and assets (whether real property or personal property, and whether tangible or intangible), outright or in trust, under the terms and conditions of any deed of gift, will, deed of trust, or other instrument, for or in furtherance of the Exempt Purposes or any component thereof, in each case in accordance with these Articles and the Bylaws, and, in administering the same, to carry out the directions and to exercise the powers contained in the deed, declaration or agreement of trust, or other instrument under which such property is received, including the expenditure of the principal as well as the income, as applicable, in accordance with the provisions of these Articles and the Bylaws; provided, however, that the Corporation shall not receive or accept any gift, contribution, bequest, devise, or other transfer of any such property if it is conditioned or limited in any manner which: (i) requires the disposition of all or any portion of the principal or income for any object or purpose other than for or in furtherance of the Exempt Purposes (including, without limitation, any condition or requirement for the disbursement or transfer of funds or property to a person or entity other than an Eligible Exempt Recipient or other than a beneficiary otherwise eligible to receive grants or awards from the Corporation in furtherance of the Exempt Purposes; or (ii) in the opinion of the Board of Directors, that may jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code; and

(d) To receive, take title to, hold, manage, administer, apply, sell, otherwise deal with, and disburse the proceeds and income of, any stocks, bonds, obligations, or other securities of any corporation or other legal entity for or in furtherance of the Exempt Purposes, in each case in accordance with the provisions of these Articles and the Bylaws.

(e) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any 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.

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ARTICLE IV BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Board of Directors initially shall consist of three persons who shall hold office until their successors are duly appointed and qualified.

The Directors are currently:

Juan Mullerat
1385 Coral Way, PH 401
Miami, Florida 33145

Megan R. McLaughlin
1385 Coral Way, PH 401
Miami, Florida 33145

Maria Bendfeldt
1385 Coral Way, PH 401
Miami, Florida 33145

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The Directors will be appointed as provided in the Bylaws of the Corporation.

ARTICLE V MEMBERS AND ADVISORY BOARD

At the discretion of the Board of Directors, the Corporation may or may not have members or an advisory board. If the Board from time to time determines to establish memberships in the Corporation, or an advisory board, the qualifications for members of the Corporation, or for members of an advisory board, and the manner of their admission, and provisions governing their respective status, rights, responsibilities or benefits shall be as provided in the Bylaws or as determined by the Board. The Corporation shall have authority to issue certificates of membership as provided in the Bylaws or as determined by the Board. In no event shall members, if any, be entitled to vote. Membership, if any, in the Corporation shall be non-transferable. Members shall have no ownership rights or beneficial interests of any kind in the Corporation or its assets.

ARTICLE VI POWERS; LIMITATIONS

In furtherance of its Exempt Purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

The Corporation shall not engage in any of the following activities:

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(1) 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code: except that, the Corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make grants, awards, payments, disbursements, and distributions for and in furtherance of the Exempt Purposes.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(B) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.

(C) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(D) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(E) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws.

ARTICLE VII DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the Exempt Purposes stated in Article III hereof. In the event of

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liquidation or 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 assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to any one or more Eligible Exempt Recipients or other beneficiary(ies) eligible to receive grants or awards from the Corporation in furtherance of the Exempt Purpose or any component thereof.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1385 Coral Way, PH 401, Miami, Florida 33145. The Corporation's Registered Agent is Juan Mullerat at the above address.

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Juan Mullerat
1385 Coral Way, PH 401
Miami, Florida 33145

ARTICLE XI BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors, and shall be subject to the provisions of the Bylaws.

ARTICLE XII AMENDMENTS TO ARTICLES

The power to amend these Amended and Restated Articles of Incorporation shall be vested solely in the Board of Directors.

ARTICLE XIV OTHER PROVISIONS

The Corporation has a policy of non-discrimination, and accordingly, in connection with any education program it offers or sponsors, it will admit participants of any race, color and national and ethnic origin, to all the rights, privileges, programs and activities to be offered or made available generally to students or participants. The Corporation will not discriminate on the basis of race, color or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship or loan programs, if any, and any other educational or related programs.

Pursuant to its Bylaws, the Corporation may make any other terms, provisions, or requirements for the arrangement or conduct of the business, activities, and affairs of the

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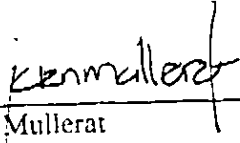
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Corporation, provided that the same shall be consistent with these Articles and permissible under the laws of the State of Florida and the United States.

The above Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Corporation's Board of Directors on December 21, 2022. These Articles shall be effective immediately upon filing with the Florida Department of State, and amend, restate and supersede the Original Articles.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been approved and executed this 21 day of December, 2022.



Juan Mullerat
Incorporator

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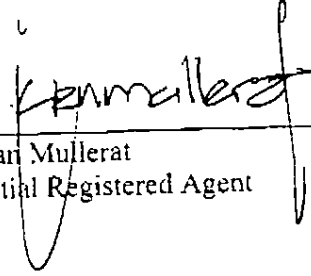
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ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Center For Comprehensive Planning Inc., and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: December 21, 2022



Juan Mullerat
Initial Registered Agent

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