

N23000005056

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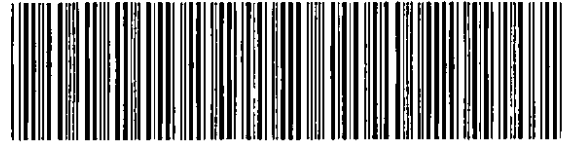
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23 JUL 14 PM 4:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MY NEIGHBOR'S KEEPER 305, INC.**

FILED
23 JUL 14 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617.0202, Florida Statutes, the undersigned Florida non-for-profit corporation, **My Neighbor's Keeper 305, INC.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

WHEREAS, the Corporation's Articles of Incorporation were filed with the Secretary of the State of Florida on April 25, 2023, Document No. N23000005056.

WHEREAS, these Amended and Restated Articles of Incorporation, which supersede the original articles and any amendments thereto, were adopted by all of the Directors of the Corporation at a meeting with a quorum present which was held on May 26, 2023. The Corporation has three Board Members, two Member votes was required to effect this Amendment. All three Board Members voted to effect this Amendment. To effect the foregoing, the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as set forth below:

**Article I
CORPORATION NAME**

The name of the Corporation is My Neighbor's Keeper 305, INC.

**Article II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is: 11555 S.W. 215 Street Miami, FL 33189.

**Article III
MAILING ADDRESS**

The mailing address of the Corporation is: 11555 S.W. 215 Street Miami, FL 33189.

**Article IV
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Jane Washington-White
11555 S.W. 215 Street
Miami, FL 33189

Article V
DURATION AND MEMBERSHIP

The Corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be regulated by the Corporation's bylaws.

Article VI
BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of Directors shall be stated in the Corporation's bylaws. The names of the initial Directors of the Corporation are hereby incorporated by reference.

Article VII
INCORPORATOR

The name of the Incorporator at the time of the Corporation's original incorporation are included within the original incorporation documents of the Corporation, which such name is hereby incorporated by reference.

Article VIII
CORPORATE PURPOSES

The exclusive purpose of this Corporation is to empower, educate, and assist our neighbors with becoming self-sufficient, housed, fed, educated, in order to live life to the fullest, and to engage in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, including:

1. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
3. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

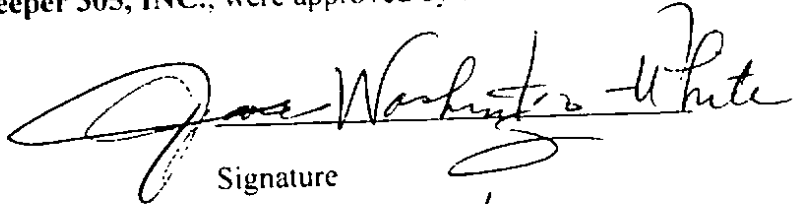
Article IX
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually performed in carrying out, and to make payments and distributions in furtherance of, the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. 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.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, to be used exclusively for charitable and educational purposes, 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article X
AMENDMENT

These Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's bylaws.

IN WITNESS WHEREOF, I certify that these Amended and Restated Articles of Incorporation of **My Neighbor's Keeper 305, INC.**, were approved by the Board of Directors on this 6 day of June 2023.



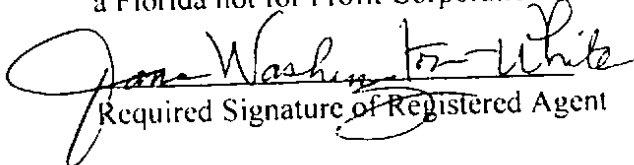
Signature

Name: JANE WASHINGTON WHITE

Title: PRESIDENT

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for **My Neighbor's Keeper 305, INC.** a Florida not for Profit Corporation.


Required Signature of Registered Agent

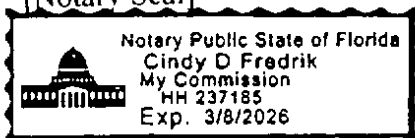
Date: 6/27/23

STATE OF FLORIDA


COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 6/27/23 (date) by Jane Washington White (name of officer or agent, title of officer or agent) of **My Neighbor's Keeper 305, INC.**, a Florida not for profit corporation, on behalf of the corporation. He/she is personally known to me or has produced Florida Drivers License (type of identification) as identification.

[Notary Seal]



Notary Public



Name typed, printed or stamped

My Commission Expires: 3-8-26