

N23000015039

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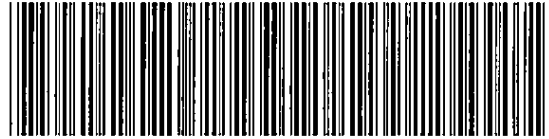
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**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: ON-POINT, INC.

DOCUMENT NUMBER: N23000015039

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Oeando Monaco

(Name of Contact Person)

CHANGE FL, INC

(Firm/ Company)

1508 Presidio Drive

(Address)

Clermont, FL 34711

(City/ State and Zip Code)

maria@change11.org

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

For further information concerning this matter, please call:

Maria Ocando Monaco

407

308-5722

214

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$52.50 Filing Fee & Certificate of Status & Certified Copy (Additional Copy is Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ON-POINT, INC.

2024 11 13 11:00

The undersigned acting as the authorized representative of ON-POINT, INC., a Florida, not-for-profit corporation, hereby files these Amended and Restated Articles of Incorporation which shall amend and restate the Articles of Incorporation filed on December 15, 2023, in their entirety under Document Number N23000015039. The amendments were adopted on September 3, 2024, by the Members of the Corporation, with the required number of votes secured for their approval.

ARTICLE I - Name

The name of the Corporation shall be CHXNGE FL. INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and the address of the principal office of the Corporation is 317 Teakwood Lane, Altamonte Springs, Florida 32701.

ARTICLE III - Purpose

A. The Corporation is formed with the purpose of promoting public health and reducing harm among individuals affected by substance use through the provision of essential resources, including tools and education for AIDS/HIV and Hepatitis C prevention, soft tissue infection prevention, and overdose prevention, with the goal of reducing the spread of infectious diseases and preventing drug-related fatalities in Florida.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

D. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, officer, or private persons of the Corporation. However,

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 this Article. No member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

E. Notwithstanding and other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) 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.

F. In the event of dissolution, the residual assets of the Corporation shall be distributed to one or more organizations as shall be deemed by the Board of Directors to qualify as devoted to the Code Section 501(c)(3) organization.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence is December 15, 2023, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The name and street address of the registered agent is Maria Ocando Monaco, 1508 Presidio Drive, Clermont, FL 34711.

ARTICLE VI - Directors

- A. The number of directors of the Corporation shall be three (3).
- B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- D. The names and street addresses of the members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Lamia Moukaddam	317 Teakwood Lane Altamonte Springs, FL 32701
Erick Louis	4844 Everglades Circle Kissimmee, FL 34746
Maria Ocando Monaco	1508 Presidio Drive Clermont, FL 34711

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Authorized Representative

The name and street address of the authorized representative signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Maria Ocando Monaco	1508 Presidio Drive Clermont, FL 34711

ARTICLE VIII - Members

The Corporation shall have Members. Members shall be restricted to any individual or organization that supports the mission and purposes of the Corporation. The manner of their admission and their rights and duties shall be prescribed from time to time by the Bylaws and by the Board of Directors of the Corporation. Acceptance of membership in the Corporation shall constitute an agreement on the part of a member to adhere to the Bylaws, policies and procedures adopted by the Board of Directors. Any member may resign from the Corporation upon written notice to the Board of Directors.

ARTICLE IX - Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the directors may deem necessary from time to time, unless otherwise provided in the Bylaws. The bylaws shall be consistent with the Florida Not For Profit Corporation Act, these Articles of Incorporation, and any other applicable laws. In the event of any conflict between the bylaws and these Articles of Incorporation, the provisions of the Articles of Incorporation shall prevail.

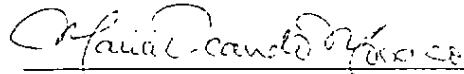
ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an

exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned has executed these Articles of Incorporation this November 4, 2024.

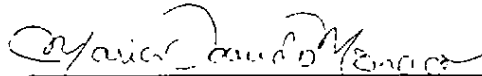


Maria Ocando Monaco, Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as Registered Agent of the CHXNGE FL, INC.

Dated November 4, 2024.



Maria Ocando Monaco

1508 Presidio Drive
Clermont, FL 34711



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 4, 2024

MARIA OCANDO MONACO
1508 PRESIDIO DRIVE
CLERMONT, FL 34711

SUBJECT: ON-POINT INC.
Ref. Number: N23000015039

We have received your document for ON-POINT INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 924A00024142

