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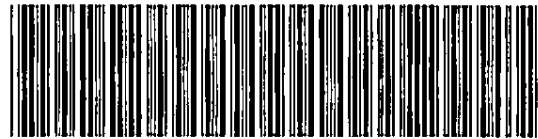
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Amended & Restated

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Allapattah-Wynwood Community and Development Center Inc.
(Name of Corporation)

DOCUMENT NUMBER: N 23897

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert Fonseca
(Name of Person)

Allapattah-Wynwood Community and Development Center Inc
(Name of Firm/Company)

1500 NW 16 Ave
(Address)

Miami, FL 33125
(City/State and Zip Code)

For further information concerning this matter, please call:

Herbert Fonseca at (305) 325-1485
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALLAPATTAH-WYNWOOD COMMUNITY AND DEVELOPMENT CENTER, INC.**
(A Florida Not-For-Profit Corporation)

2022 JUL -1 AM 11:37
F. 1. 2017

ARTICLE I

NAME

The name of this corporation shall be Allapattah-Wynwood Community and Development Center, Inc. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 1500 N.W. 16th Avenue, Miami, Florida 33125.

ARTICLE III

PURPOSE

The Corporation is a not-for-profit corporation, which is organized as a 501(c)(3) organization and shall be operated exclusively for charitable, educational and philanthropic purposes and to carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a corporation formed under Section 501(c)(3) of the Code.

**ARTICLE IV
MEMBERSHIP**

The Corporation shall have two (2) members (the "Members"). The Members shall have the following voting rights: (i) to admit additional Members to the Corporation from time-to-time; and (ii) to elect and remove members to the Board of Directors of the Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Allapattah-Wynwood Community and Development Center Inc. 1500 N.W. 16th Avenue, Miami, Florida 33125, Florida, and the registered agent of this Corporation at such office is Herbert Fonseca, Jr.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased from time to time by vote of the Members, but shall never decrease to less than three (3) directors.

ARTICLE VII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII
INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, member, manager, agent, or employee of another corporation, partnership, limited liability company, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all claims, fines, liabilities, suits, proceedings, arbitrations, mediations, settlements, losses, damages, costs and expenses, including, without limitation, attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, member, manager, trustee, partner, agent or employee, or arising out of his status as such director, officer, member, manager, trustee, partner, agent or employee of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. If any portion of this Article VIII is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless shall indemnify each Director and officer of the Corporation to the fullest extent permitted by all portions of this Article VIII that has not been invalidated and to the fullest extent permitted by law.

The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Article IX

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

ARTICLE X

PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

(a) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 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 tax under Section 4944 of the Code; and


(e) the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XI

DATE OF ADOPTION OF AMENDMENTS

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Directors and the sole Member of the Corporation at a meeting duly noticed and held on June 3, 2022. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Incorporation on this 3rd day of June, 2022.



Herbert Fonseca, Sr. President

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

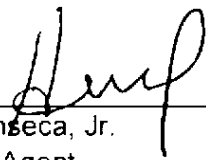
WITNESSETH:

That, Allapattah-Wynwood Community and Development Center, Inc., desiring to organize under the laws of the State of Florida, has named Herbert Fonseca, Jr., located at 1500 N.W. 16th Avenue, Miami, Florida 33125, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 3rd day of June 2022.



Herbert Fonseca, Jr.
Registered Agent