

N24000001396

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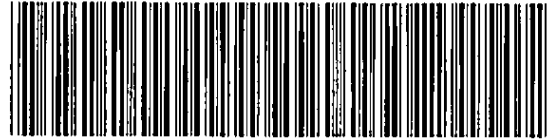
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Amended

05/24/24--01017--006 ♦♦52.50

A. RAMSEY

JUL 8 2024

FILED
2024 MAY 24 PM 1:10
CLERK OF SUPERIOR COURT
JULIENNE S. FORTIN

X00789,01173,00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Nazarene Village, Inc.

DOCUMENT NUMBER: N24000001396

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

Please return all correspondence concerning this matter to the following:

Mischael Cetoute

(Name of Contact Person)

Holland & Knight LLP

(Firm/ Company)

701 Brickell Ave, Suite 3300

(Address)

Miami, FL 33131

(City/ State and Zip Code)

mischael.cetoute@hklaw.com

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

For further information concerning this matter, please call:

Mischael Cetoute

305

789 7647

at

(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:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2024

MISCHAEAL CETOUTE
HOLLAND & KNIGHT LLP
701 BRICKELL AVE, SUITE 3300
MIAMI, FL 33131

SUBJECT: NAZARENE VILLAGE, INC.
Ref. Number: N24000001396

We have received your document for NAZARENE VILLAGE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Annette Ramsey
OPS

Letter Number: 524A00013003

Articles of Amendment
to
Articles of Incorporation
of

FILED

2024 MAY 24 PM 1:10

Nazarene Village, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N24000001396

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A see enclosed amended articles

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A. See enclosed amended articles.

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A. See enclosed amended articles.

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A. See enclosed amended articles.

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See enclosed amended articles.

The date of each amendment(s) adoption: May 6, 2024, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5/6/2024

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mischael Cetoute
(Typed or printed name of person signing)

President
(Title of person signing)

**AMENDED
ARTICLES OF INCORPORATION
OF
NAZARENE VILLAGE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the applicable provisions of Sections 617.1002, 617.1006, and 617.1007, of the Florida Statutes, the undersigned Florida Not for Profit Corporation, Nazarene Village, Inc. (hereinafter the "Corporation"), desiring to amend its Articles of Incorporation, hereby certifies:

FIRST: The Corporation's Articles of Incorporation were filed with the Secretary of State of Florida on February 1, 2024, under Document Number N24000001396.

SECOND: These Amended Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them. To effect the foregoing, the Articles of Incorporation filed on February 1, 2024 are hereby amended in its entirety as herein set forth in full:

**ARTICLE I
CORPORATION NAME**

The name of the Corporation is Nazarene Village, Inc.

**ARTICLE II
PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address is:

1195 NW 124th Street
North Miami, FL 33168

**ARTICLE III
MAILING ADDRESS**

The Corporation's mailing address is:

Misch Cetoute c/o Holland & Knight LLP
701 Brickell Avenue, Suite 3300
Miami, FL 33131

ARTICLE IV
REGISTERED AGENT

The name and address of the registered agent of the Corporation who previously accepted appointment as registered agent, continues to act in this capacity, and is authorized to accept service of process is:

Misch Cetoute c/o Holland & Knight LLP
701 Brickell Avenue, Suite 3300
Miami, FL 33131

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 Directors and the number of Directors shall be stated in the Corporation's Bylaws.

ARTICLE VII
CORPORATE PURPOSES

The purposes of this Corporation shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Without limiting or expanding the foregoing, the specific purposes for which the Corporation was formed are as follows:

1. To provide wrap around social services, operating as a community hub in North Miami. This includes providing mixed-income housing, as well as educational and extracurricular opportunities for the local youth.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, 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.
3. 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.

4. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII **501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES.** Notwithstanding any other provision of these Amended Articles of Incorporation, this 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
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 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. 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 rendered in carrying out, and to make payments and distributions in furtherance of, the purposes set forth in these Amended Articles of Incorporation.
4. **LOBBYING AND POLITICAL CAMPAIGNS.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 within the meaning of Section 501(c)(3) of the

Internal Revenue Code, or the corresponding section of any future federal tax 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 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 principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Director or officer of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Directors or officers be subject to the payment of the debts or obligations of this Corporation.

ARTICLE X
INDEMNIFICATION

Indemnification of the Corporation's Directors and officers shall be pursuant to the Corporation's Bylaws.

ARTICLE XI
AMENDMENT

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

At the time of adoption of these Amended Articles of Incorporation, there were no members of the Corporation. The Board of Directors of the Corporation approved the foregoing Amended Articles of Incorporation by affirmative vote of a majority of the Directors at a special meeting held on May 6, 2024.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes these Amended Articles of Incorporation of Nazarene Village, Inc. on this 7 day of May, 2024, on behalf of the Corporation.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Mischael Cetoute, President

Amended Articles of Incorporation
Nazarene Village, Inc.