

N280913

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN BROWARD HOUSE, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 08 |
| Estimated Charge | \$43.75 |

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March 10, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROWARD HOUSE, INC.
1726 SE 3RD AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: BROWARD HOUSE, INC.
REF: N28093

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing
Senior Section Administrator

FAX Aud. #: E22000085471
Letter Number: 422A00005783

OFFICER'S CERTIFICATE
OF
BROWARD HOUSE, INC.

The undersigned certifies that:

1. He is the president of Broward House, Inc., a not for profit corporation organized in the State of Florida (the "Corporation").
2. The attached Amended and Restated Articles of Incorporation of the Corporation was approved unanimously by the Board of Directors of the Corporation as of March 3, 2022. The number of votes cast were sufficient for its approval.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of March 11, 2022.



Michael Weinstein, Director and President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROWARD HOUSE, INC.

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Florida particularly Chapter 617 of the Florida Statutes, hereinafter referred to as the "Florida Corporations Not for Profit Law," hereby certifies that:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

BROWARD HOUSE, INC.

SECOND: The address of the principal place of business of the Corporation in the State of Florida is 1726 SE 3rd Avenue, Fort Lauderdale, FL 33316, in the County of Broward.

THIRD: The address of the registered office of the Corporation in the State of Florida is 1202 Hays Street, Tallahassee, Florida 32301, in the County of Leon; and the name of the registered agent of the Corporation in the State of Florida at such address is Corporation Service Company.

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent: Lynn M. CarnaLongo Lynn M. CarnaLongo, AVP
Signature

FOURTH: The nature of the purposes to be conducted by the Corporation is as follows:

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit under the provisions of the Florida Corporations Not for Profit Law, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FIFTH: The Corporation is not to have authority to issue capital stock.

SIXTH: The duration of the Corporation is to be perpetual.

SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest permitted by the Florida Corporations Not for Profit Law, as the same may be amended and supplemented.

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EIGHTH: For the management of the business and conduct of the affairs of the Corporation, and for creation, definition, limitation and regulation of the powers of the Corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

1. The activities and affairs of the Corporation shall be managed by or under the directors of its governing body, which in this certificate of incorporation, is referred to as a Board of Directors, although said Board may consist of only one member, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers; a governor or governors, or otherwise under any provision of the Bylaws.

2. The Corporation shall have one member.

3. The sole voting Member of the Corporation shall be AIDS Healthcare Foundation, a California nonprofit public benefit corporation, qualifying as a 501(c)(3) organization under Federal tax law (Corporate Entity Number C1589471), formed for the purpose of providing healthcare and related services to individuals living with HIV or AIDS.

3. The whole Board of Directors of the Corporation shall comprise of at least three (3) directors. The number of directors constituting the whole Board may be fixed from time to time in the manner prescribed in the Bylaws. The phrase "whole Board" shall be deemed to mean the total number of directors which the Corporation would have if there were no vacancy or vacancies.

4. A director shall have such qualifications as be prescribed in the Bylaws. The Board of Directors shall be elected by the members of the Corporation; provided, that, in the interim between annual or special elections by such members, the directors in office, though less than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which results from the removal of any director or directors by such members, but which is unfilled by such members.

5. Except as may otherwise be provided under the provisions of the Florida Corporations Not for Profit Law, any or all of the directors may be removed for or without cause by action of a majority of the members.

6. Any person who is or was a director, officer, agent, or employee of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the Corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the Florida Corporations Not for Profit Law; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the Corporation.

7. The Corporation shall have one class of members. Each member shall be entitled to vote in the election of directors of the Corporation, to vote for the adoption,

amendment, or repeal of the Bylaws pursuant to the provisions of this certificate of incorporation and the provisions of the Florida Corporations Not for Profit Law, and to vote in such other proceedings as the Florida Corporations Not for Profit Law shall confer voting power on members entitled to vote in the election of directors of the Corporation. A member shall be entitled to one vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the Florida Corporations Not for Profit Law and in all proceedings in which a member is entitled to vote under any provisions of this certificate of incorporation and of the Bylaws. Except as may be otherwise provided by the Florida Corporations Not for Profit Law, a majority of the members, or the sole member if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of directors, a majority of the votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the Corporation.

8. Meetings of the members shall be held at such within or without the State of Florida as may be designated by or in the manner provided in the Bylaws. Except as the Florida Corporations Not for Profit Law or as this certificate of incorporation may, otherwise provide, the Bylaws of the Corporation shall or may provide, as the case may be, for the record date, time, call, lapse, or period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

NINTH: From time to time, and in furtherance of exempt purposes for which the Corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article.

TENTH: The purpose for which the Corporation is organized is to provide educational, scientific, and social service support to address health issues relating to HIV/AIDS, including:

1. Providing medical care and other healthcare services to people living with HIV and AIDS;
2. Undertaking charitable and educational activities to hasten the end of the HIV epidemic;
3. Educating the general public regarding health issues relating to HIV/AIDS, by conducting public discussions, sponsoring seminars, publishing newsletters and fact sheets, and addressing the public through the media;
4. Working with area hospitals and governmental bodies to form research groups and generally raise public awareness of these health issues;

5. Assisting individuals living with HIV/AIDS to obtain needed social and financial support;

6. Working with low and moderate income individuals and families affected by or living with HIV/AIDS to locate affordable housing that is decent, safe and sanitary; and

7. Providing support for medical, pharmacy, testing and prevention needs relating to HIV/AIDS.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, but without limitation thereon, the right and power to receive gifts, devises, bequests and contributions outright, in trust or in any other form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's members, directors, officers or private individuals, but 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 Article NINTH hereof.

TWELFTH: It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to 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 by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

THIRTEENTH: Upon of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization is a "qualified" organization for purposes of these Articles only if at the time of the distribution of such assets, it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the

Corporation is then located, exclusively for the aforesaid purposes, or to such qualified organization or organizations as said court shall determine.

FOURTEENTH: All references in this Amended and Restated Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

FIFTEENTH: These Amended and Restated Articles of Incorporation takes the place of and supersedes the existing Articles of Incorporation of the Corporation as such may have been heretofore amended and shall be effective as of the date it is filed by the Secretary of State of the State of Florida. For the avoidance of doubt, prior to the foregoing Amended and Restated Articles of Incorporation, the Corporation had no members.

Signed on March 4, 2022

By: 

Name: Michael Weinstein

Title: President

Address: 6255 W. Sunset Blvd., 21st Floor,
Los Angeles, CA 90028