

19500001094

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

7000001424347  
03/08/95 - 01/04/96 013  
\*\*\*\*\*310.00 \*\*\*\*\*05.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAKE A CHANGE, INC.  
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

3:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
/	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**MAKE A CHANGE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is **MAKE A CHANGE, INC.**

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be 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. Notwithstanding any other provision of these articles, the 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.



#### ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.

#### ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Gloria Ragin whose address shall be the same as the principal office of the corporation.

#### ARTICLE 6 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE 7 - CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### ARTICLE 8 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### ARTICLE 9 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### ARTICLE 10 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the



registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 12 - PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 15003 South River Drive, Miami, Florida 33167 and the mailing address is the same.

#### ARTICLE 13 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

#### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer,



**AMERILAWYER®**  
INCORPORATED • 1996

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 448-2700 • (800) 665-2900 • FAX (305) 447-8000  
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employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE 17 - COVENANT NOT TO SUE**

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### **ARTICLE 18 - DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes 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 public



purpose. Any such assets not so disposed of shall be disposed of by 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.

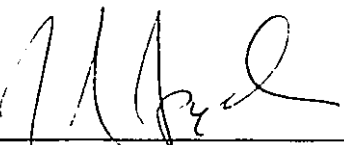
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

The Law Firm of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

  
By: \_\_\_\_\_  
Lawrence J. Spiegel, President

ARTNPIND.ES



Charter Number Only

N95000001094

Miami Review

Requestor's Name

Address

City

State

ZIP

Phone

REINSTATEMENT ONLY

900001856399

-06/10/96--01007--012

\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Make a Change, Inc. Amend

W96000012281

W96000012281

95

10

07

☒ Profit

☐ NonProfit

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R8-85)

Empire Toll Free: 1-800-432-3028

SECRET  
TALLAHASSEE, FLORIDA

96 JUN 10 PM 1:07

FILED

\*00789, 00573, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1996

EMPIRE

MIAMI, FL

SUBJECT: MAKE A CHANGE, INC.  
Ref. Number: N95000001094

We have received your document for MAKE A CHANGE, 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 incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 696A00028783

RECEIVED  
95 JUN 13 AM 10:02  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

FILED  
96 JUN 10 PM 1:07  
SECRET  
FALL

Make A CHANGE, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Article - 1, 2, 3, 4, 5, 17

See Attachment

SECOND: The date of adoption of the amendment(s) was: May 17, 1996

THIRD: Adoption of Amendment (CHECK ONE)

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

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

Dated June 3, 19 1996

Corporation Name

By Sylvia Mobley-McGill  
(Chairman, Vice Chairman, President or other officer)

Sylvia Mobley-McGill  
Typed or printed name

President/CEO  
Title

## ATTACHMENTS TO AMENDMENTS

FIRST: ARTICLE 1- NAME CHANGE  
CURRENT - MAKE A CHANGE, INC. (AMENDED)  
ADOPTED- NEW HORIZONS COMMUNITY DEVELOPMENT  
ENTERPRISES, INC.

ARTICLE 2- AMENDED TO READ AS SUCH:  
THE CORPORATION IS ORGANIZED AND THE  
BUSINESS AND THE OBJECTS TO BE CARRIED ON AND  
PROMOTED BY IT, ARE AS FOLLOWS:

1: THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE TO RECEIVE AND MAINTAIN REAL OR PERSONAL PROPERTY, OR BOTH, AND, SUBJECT TO THE RESTRICTIONS AND LIMITATIONS HEREIN- AFTER SET FORTH, TO USE AND APPLY THE WHOLE OR ANY PART OF THE INCOME THEREFROM AND THE PRINCIPAL THEREOF EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES EITHER DIRECTLY OR BY CONTRIBUTIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE AND REGULATIONS ISSUED PURSUANT THERETO AS THEY NOW EXIST OR AS THEY MAY HEREAFTER BE AMENDED.

2. THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED SHALL BE:

3. TO ERECT AND MAINTAIN A BUILDING OR BUILDINGS FOR THE ABOVE PURPOSE AND TO ENGAGE IN ANY OPERATION INCIDENTAL TO AND ESSENTIAL TO CARRY OUT THE PURPOSES ABOVE MENTIONED.

4. TO SOLICIT FUNDS AND DONATIONS IN KIND AND FROM TIME TO TIME TO FURTHER THE PURPOSES OF THIS CORPORATION.

5. TO ACQUIRE AND RECEIVE BY PURCHASE, DONATION, OR OTHERWISE, ANY PROPERTY, REAL, PERSONAL OR MIXED, AND TO HOLD, USE AND PURPOSES OF THE SAME.

6. TO BORROW MONEY AND TO ISSUE EVIDENCE OF INDEBTEDNESS IN FURTHERANCE OF ANY OR ALL OF THE OBJECTS OF ITS BUSINESS; AND TO SECURE LOANS BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHER LIEN.

PAGE 2

7. TO APPLY FOR, OBTAIN AND CONTRACT WITH ANY FEDERAL, OR LOCAL GOVERNMENT AGENCY FOR A DIRECT LOAN OF LOANS OF OTHER FINANCIAL AID IN THE FORM OF GRANTS OR OTHERWISE RELATING TO THE PURPOSES OF THIS CORPORATION.

8. TO ENGAGE IN ANY KIND OF ACTIVITY, AND TO ENTER INTO, PERFORM AND CARRY OUT CONTRACTS OF ANY KIND, NECESSARY OR IN CONNECTION WITH, INCIDENTAL TO THE ACCOMPLISHMENT OF ANY ONE OR MORE OF THE NON-PROFIT PURPOSES OF THE CORPORATION.

9. THE BY-LAW MAY IMPOSE OTHER CONDITIONS OF MEMBERSHIP FROM TIME TO TIME.

ARTICLE -5

CURRENT  
PRESIDENT  
GLORIA RAGIN  
15003 SOUTH RIVER DRIVE  
NORTH MIAMI, FLORIDA 33167

ADOPTED- GLORIA RAGIN - FOUNDER - VICE CHAIRMAN  
DIRECTOR

PAGE 3

CURRENT- T.W. RICHARDSON  
VICE PRESIDENT , OPERATIONS  
DELETE- T.W. RICHARDSON

VALLERY D. BROOKS  
ADOPTED - REMAIN CURRENT DIRECTOR

YVONNE H. DONALDS  
CURRENT- SECRETARY/TREASURER  
ADOPTED - DIRECTOR

GLORIA JONES  
CURRENT- DIRECTOR  
ADOPTED- DIRECTOR- SECRETARY- TREASURER

ARTICLE 5- PRESIDENT/CEO  
CURRENT- INEZ BOONE  
ADOPTED- SYLVIA MOBLEY-MCGILL

ARTICLE 13- (DELETE)

ARTICLE 17- (DELETE)

\*ADD NON- DISCRIMINATION POLICY STATEMENT

ADOPTED- NEW HORIZONS COMMUNITY  
DEVELOPMENT ENTERPRISES, INC. ADMITS STUDENTS  
OF ANY RACE, COLOR, NATIONAL OR ETHNIC ORIGIN  
TO ALL RIGHTS PRIVILEGES, PROGRAMS, AND  
ACTIVITIES GENERALLY ACCORDED OR MADE  
AVAILABLE TO STUDENTS AT THE SCHOOL. IT DOES  
NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR,  
NATIONAL OR ETHNIC ORIGIN IN ADMINISTRATION OF  
ITS EDUCATIONAL POLICIES, ADMISSIONS, POLICIES,  
SCHOLARSHIP AND LOAN PROGRAMS, AND ATHLETIC  
OR OTHER SCHOOL ADMINISTERED PROGRAMS.