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*Amended and
Restored Act*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Charity Unlimited of Florida, Inc.

DOCUMENT NUMBER: N95000004429

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

Please return all correspondence concerning this matter to the following:

Judy Brinkmann

(Name of Contact Person)

Little Brothers of the Good Shepherd

(Firm/ Company)

P.O. Box 736

(Address)

Momence, IL 60954

(City/ State and Zip Code)

judy@lbgs.org

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

For further information concerning this matter, please call:

Judy Brinkmann

(Name of Contact Person)

at (815) 472-3131

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Charity Unlimited of Florida, Inc.

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

N95000004429

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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

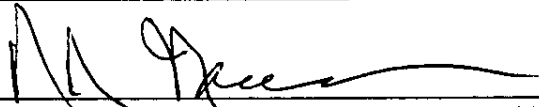
The date of each amendment(s) adoption: November 1, 2010
(date of adoption is required)

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

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 March 8, 2011

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)

Reginald Howson
(Typed or printed name of person signing)

President
(Title of person signing)

**Amended and Restated Articles of Incorporation of
Charity Unlimited of Florida, Inc.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Charity Unlimited of Florida Inc.
(A Florida Not for Profit Corporation)**

RESOLVED, that the Articles of Incorporation of Charity Unlimited of Florida, Inc. be amended and restated to read in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation shall be Charity Unlimited of Florida Inc. It may be referred to herein as either "Charity Unlimited of Florida," "Charity Unlimited," or the "Corporation."

Principal place of business and registered office address:
726 North East 1st Avenue
Miami, Florida 33132

**ARTICLE II
PURPOSE**

This Corporation is committed to the teachings of Jesus Christ, the Roman Catholic Church and the Mission of the Little Brothers of the Good Shepherd. It strives to provide Christian hospitality and respect for life through direct services of food, clothing, shelter, addiction counseling, and health care to the persons who are poor and homeless in South Florida.

- a. This Corporation is to operate exclusively as a religious corporation performing charitable works, including but not limited to providing shelter and services specifically designed to meet the physical, social and psychological needs of persons who are homeless, and to promote their health, security and usefulness in longer living and to manage, operate and generally do everything and anything necessary, expedient or incidental to the maintaining of these charitable activities in South Florida.
- b. The general purpose for which this Corporation is formed is to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- c. This Corporation shall not, as substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation. Nor shall it participate or intervene (by

**Amended and Restated Articles of Incorporation of
Charity Unlimited of Florida, Inc.**

- a. The Members reserve to themselves the articulation of and mediation of the operating philosophy and mission statement that underlie the charitable ministry of Charity Unlimited of Florida. Included within this reserved power shall be all decisions regarding major policy changes and long range planning.
- b. Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered, or otherwise disposed of beyond what is stated in the By-laws without the express written approval of the Members.
- c. The Corporation shall not be merged, consolidated, or dissolved without the express written approval of the Members.
- d. The Articles of Incorporation or the By-laws of the Corporation shall not be altered, revised, or amended without the express written approval of the Members.
- e. The Members shall give final approval of all Directors.
- f. The Members may remove any Director at any time for any reason which the Membership, in its sole discretion, deems in the best interests of the Corporation.
- g. The Members shall approve the appointment and removal of the legal Counsel of the Corporation, and the outside auditor.

**ARTICLE V
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE VI
LIMITATIONS ON ACTIVITIES**

Section I

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or intervene in any

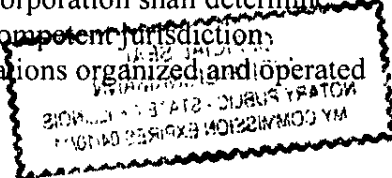
**Amended and Restated Articles of Incorporation of
Charity Unlimited of Florida, Inc.**

CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the teachings of the Roman Catholic Church, the ethical and religious directives of the U.S. Conference of Catholic Bishops, the mission and philosophy of the Little Brothers of the Good Shepherd and the provisions of these Articles of Incorporation and the By-laws of the Corporation.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to the Little Brothers of the Good Shepherd, Inc., an Illinois Corporation, an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or educational, scientific, or religious purposes which, at the time of such disposition, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

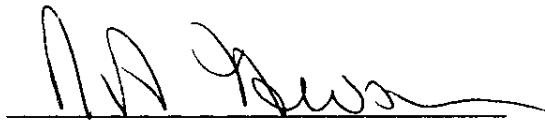


**ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION**

These Articles may be amended, altered, modified or revoked only by the Members.

These amended and restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption thereof by the Members.

The foregoing resolution was adopted at a duly and regularly called meeting of the Members held in Albuquerque, NM on the 1st day of November, 2010.



President