

N9600.0001144

Naomi Parker

Requestor's Name

2471 N.W. 30 Way

Address

Ft. Lauderdale FL 33311

City/State/Zip

Phone #

Office Use Only

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

1. Creative Positive Change Foundation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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****122.50 ****122.50

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 MAR -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

513,2975

W-4058

FEB 22 1996 BSB

MAR 1 1996 BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

NAOMI PARKER
2471 N.W. 30 WAY
FT. LAUDERDALE, FL 33311

SUBJECT: THE CREATING POSITIVE CHANGE FOUNDATION
Ref. Number: W96000004058

We have received your document for THE CREATING POSITIVE CHANGE FOUNDATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 196A00007819

ARTICLES OF INCORPORATION OF
CREATING POSITIVE CHANGE FOUNDATION,
A NOT-FOR-PROFIT CORPORATION

FILED
96 MAR -1 AM 10:40
INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

The CREATING POSITIVE CHANGE FOUNDATION, Inc.

ARTICLE II.

PURPOSE

The Creating Positive Change Foundation, Inc. was established to address and confront social, economic and health concerns within our community.

Key issues that will be addressed are AIDS, Domestic Violence and Multiple Health Issues that directly affect men, women and children of color.

It is also our goal to be inclusive of all persons within our community without regard to race, religion, gender or sexual preference who are in need of positive change in their lives.

Creating Positive Change Foundation, Inc. will plan, coordinate and implement services, programs and economic opportunities that will create positive change.

To effectively address these issues, Creating Positive Change Foundation will award grants, conduct workshops and assure coordination of services across funding, political and organizational boundaries. The Creating Positive Change Foundation will administer program evaluations, planning, technical assistance and information to various community based organizations.

2. The Corporation is organized and shall be exclusively for purposes which a not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any and all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(C)(3) of the Code and its regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III.

POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal, to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee or property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fundraising efforts deemed necessary.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation for the protection and benefit of the corporation.

Section 2. Limitation of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation,

By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(6) of the Code and its regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE IV.

QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and post office addresses of the Incorporators executing these Articles of Incorporation are:

<u>Incorporator</u>	<u>Address</u>
Naomi R. Parker	2471 N. W. 30th Way Ft. Laud., FL
Maud G. King	2471 N. W. 30th Way Ft. Laud., FL

ARTICLE VII

DIRECTORS

Section 1. The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than ~~two (2)~~ ^{three (3)} Directors at any time. The initial Board of Directors shall consist of ~~two (2)~~ ^{three (3)} Directors.

Section 2. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Naomi Parker	2471 N. W. 30 Way Ft. Laud., FL 33311
Maud G. King	2471 N. W. 30 Way Ft. Laud., FL 33311

Section 3. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII

OFFICERS

Section 1. The affairs of the Corporation are to managed by a President, Vice President and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

Section 3. The names of the officers who are to serve until the first election under these Articles are:

	Name	Address
FOUNDER	Naomi R. Parker	2471 N. W. 30th Way Ft. Laud. Fl 33311
FOUNDER	Maud G. King	2471 N. W. 30th Way Ft. Laud., Fl 33311

ARTICLE IX

BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least 25% of the regular members.

ARTICLE X

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XI

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of the Corporation shall be located at 2741 N. W. 30th Way Ft. Lauderdale, Fl 33311. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of the Corporation shall be Naomi Parker.

3. The initial Registered Office shall be at 2741 N. W. 30th Way
Ft. Lauderdale, FL 33311

ARTICLE XII

MEETING OF MEMBERS

Section 1. The annual meeting for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members.

Section 3. One third of all members shall constitute a quorum for the holding of any meeting of members.

ARTICLE XIV

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by 2/3 vote of the members present at the meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 23 day

of January, 1996

for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.

Naomi R. Parker

STATE OF FLORIDA)
Broward: SS:
COUNTY OF DADE)

[Signature]

BEFORE ME, this 26th day of Jan. personally
appeared Naomi R. Parker and Maud G. King who
provided Florida Driver License and Florida Driver License as
identification and each acknowledged before me that she executed
said Articles of Incorporation.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Commission Expires: 11/21/1997
OFFICIAL NOTARY SEAL
CYNTHIA R. ELLIOTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC031619
MY COMMISSION EXPI. NOV. 21, 1997

Having named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, 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.

INITIAL WRITTEN CONSENT OF
THE DIRECTOR(S) OF

The undersigned, being all Director(s) of *Charlotte Positive*
Change Foundation, Inc., a not-for-profit Florida corporation
(the "Corporation"), by their signature(s) hereto, pursuant to the
Florida statutes, hereby waive(s) all notice of the time, place and
objects of a meeting of directors, and consent(s) to, approve(s)
and adopt(s) the following corporate acts:

BE IT RESOLVED, that the Articles of Incorporation of the Corporation, as duly filed and recorded in the office of the Florida Secretary of State, and in respect of which all appropriate fees have been paid and a receipt therefor has been issued by said Secretary of State, copies of which are filed herewith and made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the By-Laws of the Corporation, a copy of which is filed herewith and hereby made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the specimen of a membership application which is attached hereto and made part hereof is hereby ratified, confirmed, approved and adopted by the Corporation. This specimen shall be used by the Corporation to enroll members; and be it

FURTHER RESOLVED, that the form impressed below shall serve as and for the seal of the Corporation.

EXECUTED this 26 day of JANUARY, 1996

Naomi R. Parker

Application for Membership

I hereby apply for membership in The Creating Positive Change Foundation a not-for-profit Florida corporation. I certify that I am over the age of 18 and I am a resident of the Corporation's service area.

Naomi Parker
Signature

1/26/96
Date

Print Name, Address & Telephone Number

2741 NW 30 WAY Naomi Parker - Miami
FL 1-ANDERSON, FL
954-677-9900

Certification of Secretary

I hereby certify, based on the above information contained in this application, that applicant meets the requirements of this Corporation. With my signature below this applicant is hereby a member of and is entitled to all of the benefits and privileges thereof.

Naomi Parker
Secretary

N96000001144/9/97

DIVISION OF CORPORATION

From: NAOMI PARKER, PRESIDENT
FOUNDER
CPCF

97 AUG 26 PM 2:05
FILED
TALLAHASSEE, FL
DEPT. OF REVENUE

TO REACH ME YOU CAN
CALL (954) 733-2471 OR
OR OFFICE (954)-677-9900 *
OR BEEPER (954) 355 6461

RETURN ADDRESS: 2471 NW 30th Way
FT. LAUDERDALE, FL 33311

800002236068--1
-07/11/97--01077--017
*****87.50 *****87.50

Amendment Thanks,
8/26/97 Naomi Parker
PC

CPCF

2471 NW 30 Way
FT LAUDERDALE, FL 33311
OCR #3 FT LAUDERDALE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

NAOMI PARKER
2471 N.W. 30TH WAY
FT. LAUDERDALE, FL 33311

SUBJECT: THE CREATING POSITIVE CHANGE FOUNDATION, INC.
Ref. Number: N96000001144

We have received your document for THE CREATING POSITIVE CHANGE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 897A00036372

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 AUG 26 PM 2:05
TALLAHASSEE, FLORIDA

THE CREATING POSITIVE CHANGE FOUNDATION, INC.

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

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE III. POWERS AND LIMITATION OF POWERS
SECTION (A) (C)

IN THE EVENT OF THE COMPLETE OR PARTIAL LIQUIDATION OR DISSOLUTION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, DIRECTOR, OR OFFICER SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR ITS PROCEEDS, AND THE BALANCE OF ALL MONEY AND OTHER PROPERTY RECEIVED BY THE CORPORATION FROM ANY SOURCE, AFTER PAYMENT OF ALL DEBTS AND OBLIGATIONS OF THE CORPORATION, SHALL BE USED OR DISTRIBUTED, SUBJECT TO THE ORDER OF THE CIRCUIT COURT OF THE STATE OF FLORIDA, AS PROVIDED BY LAW, EXCLUSIVELY FOR THE PURPOSES WITHIN THOSE HEREINAFTER SET FORTH AND WITHIN THE INTENT OF SECTION 501 (C) (3) OF THE CODE AND ITS REGULATIONS AS THE SAME NOW EXISTS OR AS THEY MAY BE HEREAFTER AMENDED FROM TIME TO TIME.

SECOND: The date of adoption of the amendment(s) was: MARCH 1, 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.

THE CREATING POSITIVE CHANGE FOUNDATION, INC.
Corporation Name

Naomi R. Parker
Signature of Chairman, Vice Chairman, President or other officer

NAOMI R. PARKER
Typed or printed name

PRESIDENT / FOUNDER 8/22/97
Title Date