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DIVISION OF CORPORATIONS
STATE OF CONNECTICUT

cc/cas
Amend/Name
CH8
@ 9/25/12

September 11, 2012

Amendment Section
Division of Corporations Division of Corporations
6327 Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

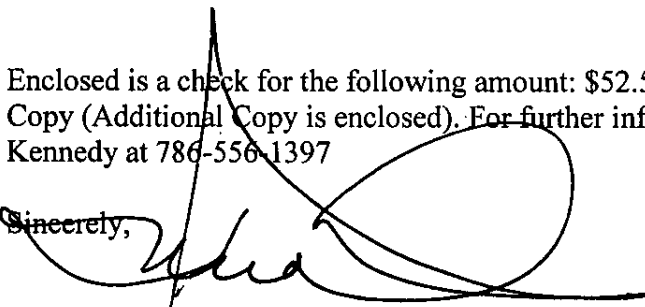
RE: NAME OF CORPORATION: **VICTORY FOR YOUTH CORP**
DOCUMENT NUMBER: N980000006496

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Victory for Youth, Inc
C/O Delia Rosa Kennedy
7178-A SW 47th Street
Miami, FL 33155

Enclosed is a check for the following amount: \$52.50 for the Filing Fee, Certificate of Status, and Certified Copy (Additional Copy is enclosed). For further information concerning this matter, please call Delia R Kennedy at 786-556-1397

Sincerely,



Delia R Kennedy, Director of Programs, Development and Compliance
Victory for Youth, Inc
786-556-1397
Delia@VictoryforYouth.org

7178-A SW 47th Street
Miami, FL 33155
www.victoryforyouth.org

RECEIVED
CORPORATION
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION FOR
VICTORY FOR YOUTH CORP
A Florida not for Profit Corporation**

N98000006436

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Electronic Articles of Incorporation dated November 12, 1998.

ARTICLE I – NAME

The name of the Corporation is: **Victory for Youth, Inc.**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The main and principal place of business address is 7178-A SW47th Street Miami, FL 33155 Victory for Youth will also have a second location at 2400 S Dixie Highway Miami, FL 33133 in the CVAC Building and other locations as deemed necessary by the Board

ARTICLE III – PURPOSE

Since 1998, Victory for Youth is opening doors to human and social services in a linguistically and culturally competent manner to give, children, youth and their families, hope for a better quality of life. We work on the principle of “strength based services” We identify a strength or interest in children, youth and families and help build them in order to reach social-emotional, academic, physical, career success, and spiritual support when requested. We look for strength in each family in which to build confidence, family bonding and achieve resiliency and self sufficiency. Our mission is on target with our vulnerable population blighted by economic adversity, violence victimization, hunger, poverty, food insecurity, unemployment and lacking immigration status healthcare needs. Moreover, our agency’s Executive Director has several years experience serving these populations and is equipped with an extensive history in organizational leadership. With highly qualified capable staff, he continuously develops and articulates a shared vision for the organization. He oversees daily operations with policies and procedures in place to ensure accurate data gathering and analysis, and strict monitoring of performance based outcomes and contract compliance. We therefore validate programmatic and fiscal competency, ability to develop, implement and manage large programs which have been demonstrated by past projects and current partnerships. Our Board of Directors is pro-active in continued improvement of our organizational structure and to guarantee programmatic and administrative oversight of operations and finances. We have a history of delivering solid programs achieving successful outcomes, and outstanding compliance with local, state and federal government

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ARTICLE IV- POWERS

1. To exercise all such power and authority as may be necessary to carry out the purposes above-specified, the purpose of this Corporation being in essence truly religious, scientific, educational and charitable. This Corporation is organized exclusively for scientific, religious, educational, and charitable purposes as specified under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
2. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.
3. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
4. To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal, and mixed property of every kind and description, wheresoever's the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, or to other securities of any donor; and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise, dispose of the same at pleasure.
5. To borrow money from any person, firm, or corporation and to issue notes or obligations of the corporation from time to time for any of the purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of Victory for Youth, Inc
6. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.

7. To acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions, and to buy, lease, sell, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business; to purchase equipment and supplies and to do all things necessary to carry out the purposes of Victory for Youth, Inc
8. To receive gifts, legacies, and donations from any source and to make gifts, donations, and appropriations from any and all of its resources from time to time to carry out the purposes of Victory for Youth Inc.
9. To perform and be 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 corresponding section of any future federal tax code. Charitable purposes in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of medical conditions, advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.
10. Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which are contrary to the Florida law on corporations not for profit. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
11. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
13. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE V – MEMBERS

Victory For Youth, Inc and or any fictitious named entities shall have no members

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ARTICLE VI – BOARD OF DIRECTORS

The founding members shall be the initial members of the Corporation. Qualification of new members and the manner of their admission shall be as prescribed in the Bylaws. The following members have venue but no voting privileges

Rolando Gonzalez, Director and Founder 7178-A SW 47th Street Miami, FL 33155
Isabel Gonzalez, Director and Co-Founder 7178-A SW 47th Street Miami, FL 33155

The Board of Trustees may elect other officers as they may deem necessary. The officers will manage all the affairs of the Corporation. The founding members will initially serve as officers until the Board of Trustees officially appoints the officers. The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary and Board Members

President	Ignacio Pena	7178-A SW 47 th Street Miami, FL 33155
Vice President	Maria Diaz	7178-A SW 47 th Street Miami, FL 33155
Secretary	Armando Martinez	7178-A SW 47 th Street Miami, FL 33155
Treasurer	Ray Lopez, CPA	7178-A SW 47 th Street Miami, FL 33155
Member	Florence Greer	7178-A SW 47 th Street Miami, FL 33155

ARTICLE VI – VOTING RIGHTS

The Corporation shall be governed by a Board of Trustees. Voting Officers of the Board of Trustees shall not be less than four (4). The number of Trustees may be increased or decreased from time to time as prescribed by the Bylaws. The Trustees shall be selected for the terms and in the manner set forth by the Bylaws. The Board of Directors Member will be known as Victory For Youth Inc, Inc Governing Board which is separate and apart from Share Your Heart. The founding members will serve as Trustees until the first election or selection of the Board of Trustees. Members will have venue but no voting privileges. Share Your Heart, a newly formed fictitious name with the Secretary of State, will have its own independent Executive Board to make day-to-day operational decisions for the betterment of the organization.

ARTICLE VII – EFFECTIVE DATE

The effective date for this Corporation shall be November 12, 1998

ARTICLE VIII – LIMITATION ON ACTIVITIES

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee, or Officer of the Corporation or any other private

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individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), an no Member, Trustee, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX – 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 Corporations to an organization exempt form taxation under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify any Trustee or Officer or former Trustee or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Trustee or Officer, except in relations to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation on behalf of the Corporation.

ARTICLE XI – BYLAWS

The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active Trustees.

ARTICLE XII – AMENDMENT TO ARTICLES

Articles of Incorporation may be amended at a regular meeting of the Board of Trustees by a two-third majority vote of all active Trustees, provided that such amendment does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c) (3) of the Internal Revenue Code.

ADOPTION OF AMENDMENTS

These amendments were adopted by the Board of Trustees and the number of votes cast for the amendments was sufficient for approval. An original copy of these amendments will reside with the Secretary of State Division of Corporations. The day of adoption of this amendment is September 11, 2012 IN WITNESS WHEREOF, we have subscribed our names.

Print Name

Maria Diaz

Signature

[Handwritten Signature]

Board Title

[Handwritten Title]

Print Name

Camacho

Signature

[Handwritten Signature]

Board Title

[Handwritten Title]