

N98000006436

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

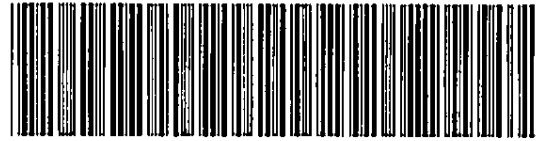
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

04/26/21

Office Use Only



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FILED
2021 APR 26 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

Restated

Art.

8/7/21



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2021

ROLANDO GONZALEZ
5961 SW 97TH AVE.
MIAMI, FL 33173

SUBJECT: VICTORY FOR YOUTH, INC.
Ref. Number: N98000006436

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

✓ It appears from the enclosed document, you may be trying to file 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. If this is the intention, the document submitted needs correcting. The document should be entitled 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. The preamble to the articles needs to be replaced with language similar to 'These Amended and Restated Articles or Restated Articles are being submitted pursuant to 607.1007/617.1007, Florida Statutes.'

Please note historical information need not be listed. This would include the name of the incorporator and the name and address of the initial registered agent.

The date of adoption and the effective date, if any, will need to be included and who adopted the changes. It also, need to be signed by officer as required by law.

★ If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval. ★

✓ If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Moore
Regulatory Specialist II

Letter Number: 921A00004096



RECEIVED



2021 APR 26 AM 8:12

SECRETARY OF STATE
TALLAHASSEE, FL

April 12, 2021

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **VICTORY FOR YOUTH INC**
DOCUMENT NUMBER: N980000006496
Letter Number : 921A00004096

The enclosed *Amended and Restated Articles of Amendment*, along with a copy of the letter received on February 24, 2021 requesting changes to be made. I believe we made the necessary changes.
Please return all correspondence concerning this matter to the following address:

Victory for Youth, Inc
C/O Rolando Gonzalez
5961 SW 97th Ave.
Miami, FL 33173

A check for \$52.50 was submitted and previously cashed for the Filing Fee, Certificate of Status and Certified Copy.

For further information concerning this matter please contact Toni Mysorewala at 305-321-4618 or tonim@victoryforyouth.org or Rolando Gonzalez at 786-286-4814 or rolyg@shareyourheart.us.

Sincerely,

Rolando Gonzalez, Executive Director
786-286-4814
Victory For Youth, Inc



2400 SOUTH DIXIE HIGHWAY 2ND FLOOR
MIAMI, FL 33133

Tel: 786-462-7479 Fax 786 462-5627

WWW.VICTORYFORYOUTH.ORG/SHAREYOURHEART.US

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
VICTORY FOR YOUTH INC**
A Florida not for Profit Corporation

N98000006436

These Amended and Restated Articles of Incorporation are being submitted pursuant to 617.1007, Florida Statutes. This Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation as of December 31, 2020:

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 2400 S Dixie Highway Miami, FL 33133 on the 2nd floor of the CVAC Building. The mailing address for Victory For Youth, Inc is 5961 SW 97th Ave. Miami, FL 33173. Victory for Youth will also have other locations as deemed necessary by the Board.

ARTICLE III - PURPOSE

The primary purpose of Victory For Youth, Inc. is to provide assistance to all individuals and families during times of distress. Services provided shall consist of food, clothing, job placement and vocational training, resources for mental health along with emotional and spiritual support and any other services or supplies, deemed necessary and at the corporation's disposal, to promote the wellbeing of such individuals and families as needed and requested.

Since 1998, Victory for Youth, Inc. has been 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.

FILED
2021 APR 26 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, 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, whosoever'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.
12. 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.

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 5961 SW 97th Ave Miami, FL 33173
Isabel Gonzalez, Director and Co-Founder 5961 SW 97th Ave Miami, FL 33173

The Board of Directors 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 Directors officially appoints the officers. The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary and Board Members

ARTICLE VI- VOTING RIGHTS

The Corporation shall be governed by a Board of Directors. Voting Officers of the Board of Directors shall not be less than four (4). The number of Directors may be increased or decreased from time to time as prescribed by the Bylaws. The Directors shall be selected for the terms and in the manner set forth by the Bylaws. The founding members will serve as Directors until the first election or selection of the Board of Directors.

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 earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Directors, 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 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 from 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 Director or Officer or former Director 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 Director 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 Board of Directors, 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 Directors 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 Directors at any regular or special meeting of the Board of Directors by a two-thirds majority vote of all active Directors. A Director will be considered active upon a fifty percent board meeting attendance per year.

ARTICLE XII - AMENDMENT TO ARTICLES

Articles of Incorporation may be amended at a regular meeting of the Board of Directors or by written consent by a two-thirds majority vote of all active Directors, 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

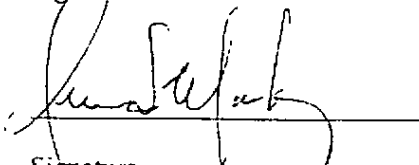
There are no members entitled to vote on this amendment. These amendments were adopted by the Board of Directors on December 28, 2020 and the number of votes cast for the amendments was sufficient for approval. An original copy of these amendments will reside with the Secretary of State Division of Corporations. The day of adoption of this amendment is December 31, 2020 IN WITNESS WHEREOF, we have subscribed our names.

Print Name

Signature

Board Title

Armando Martinez



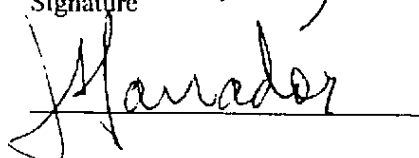
President

Print Name

Signature

Board Title

Isabel Afanador



Secretary

2400 S. Dixie Hwy. 2nd Fl

Miami, FL 33133

www.victoryforyouth.org/shareyourheart