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06 FEB 24 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated Art  
SF



January 13, 2006

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Conversion of Community Fund of North Miami-Dade, Inc. to a Nonprofit Corporation**

To Whom It May Concern:

Enclosed you will find the Articles of Reinstatement for the Community Fund of North Miami-Dade, Inc. establishing it as a nonprofit organization.

Thanks for your continued support. If you have any questions contact me at (305) 687-3545 extension 228.

Respectfully,

Marcia Grant,  
Administrative Assistant II

Enclosure



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2006

MARCIA GRANT  
OLCDC  
490 OPA-LOCKA BLVD., SUITE 20  
OPA-LOCKA, FL 33054

SUBJECT: COMMUNITY FUND OF NORTH MIAMI-DADE, INC.  
Ref. Number: P02000004508

We have received your document for COMMUNITY FUND OF NORTH MIAMI-DADE, 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):

PLEASE FILE THE ENCLOSED ARTICLES OF DISSOLUTION TO DISSOLVE THE PROFIT CORPORATION AND SEND NEW ARTICLES OF INCORPORATION TO INCORPORATE THE NON-PROFIT CORPORATION.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6906.

Darlene Connell  
Document Specialist

Letter Number: 706A00005092

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RECEIVED  
06 FEB 24 AM 8:00  
DIVISION OF CORPORATIONS



## LEGAL SERVICES OF GREATER MIAMI, INC.

3000 Biscayne Blvd., Ste 500 - Miami, FL 33137 - Fax: (305) 573-5800 - Tel (305) 438 2461 - E-Mail: johnL@Lsgm.org

### Fax Memo

**To:** Darlene Connell  
**Fax No.:** 850 245 6897  
**From:** John Little  
**Re:** Community Fund of North Miami-Dade, Inc.  
**Date:** February 9, 2006

No. of Pages (including cover sheet): 5

Darlene, This is a follow-up to our telephone conversation. I am the attorney for the Community Fund of North Miami Dade (CFNMD).

You had sent CFNMD a letter rejecting their "Articles of Restatement" (copy attached) Your letter informed them that the organization needed to file Articles of Dissolution followed by new "non-profit" Articles of Incorporation.

I explained to you in our conversation that CFNMD did *NOT* want to dissolve and re-incorporate. It merely wanted to amend and restate its existing articles of incorporation (pursuant to Chapter 607.1007 FS).

After talking to you I now realize the source of the confusion. My client's cover letter mistakenly stated that they wanted to "convert" CFNMD to a "nonprofit". My client misunderstood what we were trying to do and I apologize. We are merely trying to amend and restate the existing articles of incorporation.



As I told you over the phone, the IRS allows Florida for-profit corporations to qualify for 501(c)(3) exempt status *provided* the proper language has been included in their articles of incorporation.



February 15, 2006

Darlene Connell  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Community Fund of North Miami-Dade, Inc.  
Document No. P02000004508**

Dear Ms. Connell;

Attached is a copy of your letter to me dated January 24, 2006. We understand that you have since spoken with our attorney John Little. We understand that Mr. Little also spoke with Susan who is one of the supervisors in the amendments section of the Division of Corporations.

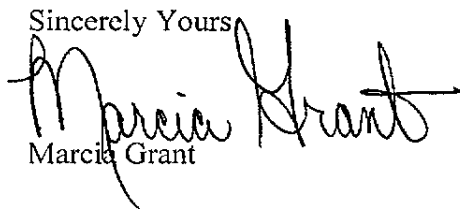
We understand that the Division of Corporations is holding our previously submitted filing fee for this matter.

We have made some minor revisions to the "Articles of Restatement" and had them re-executed. The revised document is enclosed. Please accept this submission for processing.

As Mr. Little told you, we do not wish to dissolve the present corporation or create a new nonprofit entity. We merely want to amend and restate the articles of incorporation pursuant to Chapter 607.1007.

Contact me if you have questions or need assistance (305) 687-3545 extension 228.

Sincerely Yours

  
Marcia Grant

**FILED**

06 FEB 24 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Articles of Restatement**

### **COMMUNITY FUND OF NORTH MIAMI-DADE, INC.**

A Florida Corporation  
Document No. P02000004508

Community Fund of North Miami-Dade, Inc. hereby restates and amends its Articles of Incorporation pursuant to section 607.1007, Florida Statutes.

**ADOPTION:** On January 10, 2006 the board of directors of this Corporation adopted these Articles of Restatement. Because the restated articles of incorporation include amendments shareholder approval is required. The Corporation has only one shareholder, Opa-locka Community Development Corporation, Inc. a Florida not for profit corporation, which, by its signature below, consents to the adoption of these Articles of Restatement.

The text of the prior Articles of Incorporation and amendments is hereby replaced with the text of the restated Articles of Incorporation as follows:

**FIRST:** The name of the corporation is Community Fund of North Miami-Dade, Inc.

**SECOND:** The period of duration is perpetual

**THIRD:** The aggregate number of shares which the corporation shall have authority to issue is 100 of no par value. Shares of this Corporation may only be issued to Opa-locka Community Development Corporation, Inc., a Florida nonprofit Corporation, and to no one else.

**FOURTH:** The address of the registered office of the corporation is 490 Opa-locka Boulevard, Suite 20, Opa-locka, Florida 33054-3563. The registered agent at this address is Willie Logan.

**FIFTH:** The Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment must then be ratified by a majority vote at a meeting of the shareholders that was properly called and held in Florida in accordance with the provisions of the bylaws.

**SIXTH:** Any director or the entire board of directors may be removed by the shareholders, with or without cause, at a special shareholder meeting called expressly for that purpose in accordance with the requirements for such a meeting as is specified in the bylaws. The method of electing directors shall be stated in the bylaws.

**SEVENTH:** The principal office of the corporation is 490 Opa-locka Boulevard, Suite 20, Opa-locka, Florida 33054-3563.

EIGHTH: The mailing address of the Corporation is 490 Opa-locka Boulevard, Suite 20, Opa-locka, Florida 33054-3563.

NINTH: Purposes - The purposes for which this nonprofit corporation is formed are exclusively charitable. This Corporation is organized exclusively to carry out the charitable purposes of Opa-locka Community Development Corporation, Inc. (the "Supported Organization") which is a Florida nonprofit corporation and which is an organization described in section 509(a)(1) and recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986. In carrying out these purposes the Company shall limit its activities to activities that provide relief to the poor, the distressed and the underprivileged; lessen the burdens of government; lessen neighborhood tensions; eliminate prejudice; eliminate discrimination; and combat community deterioration. All of its activities shall be exercised exclusively for charitable purposes in such a manner that the Company will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this Company shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the IRS Code.

TENTH: 501(c)(3) Limitations

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the

Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

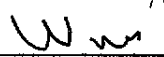
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Signed this 10<sup>th</sup> day of January, 2006

  
Dave Pemberton, President

With its signature below the sole shareholder of this Corporation consents to the adoption of these Articles of Restatement.

**Opa-locka Community Development Corporation, Inc.**

By:   
Willie Logan, President