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*Restated Art*

FILED  
11 JUN 17 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*11 6-20-11*

**Second Articles of Restatement**  
**COMMUNITY FUND OF NORTH MIAMI-DADE, INC.**

A Florida Corporation - Document No. P02000004508

FILED  
11 JUN 17 AM 11:50  
TALLAHASSEE, FLORIDA  
CLERK OF STATE

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

The original Articles of Incorporation were filed with the Florida Department of State on January 14, 2002. Articles of Restatement were filed on February 24, 2006.

**ADOPTION:** The board of directors of this Corporation has properly adopted these Second Articles of Restatement. Amendments are included and for that reason shareholder approval is required. At time that these Second Articles of Restatement were adopted the Corporation had a single shareholder, namely, 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 both the Articles of Incorporation and the prior Articles of Restatement are hereby replaced in full with the following text:

**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 200 with no par value. Of these authorized shares 158 shares (79%) shall be issued to Opa-locka Community Development Corporation, Inc. and the remaining 42 shares (21%) shall be issued to Urban League of Greater Miami Inc. Both of these entities are Florida not for profit corporations and both are recognized as exempt under Section 501(c)(3) of the IRS Code. Such shares may not be transferred without the prior approval and the express authorization of the board of directors of the Corporation. The board of directors shall refuse such approval when the proposed transfer would jeopardize the corporation's status or exemption, or for any other reasonable purpose. No future amendment to these Second Articles of Restatement will be valid unless consented to in writing by Opa-locka Community Development Corporation, Inc.

**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 its directors, officers, or shareholders, 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.

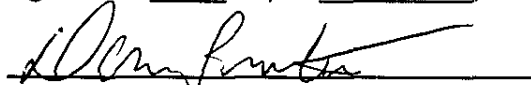
b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 15 day of JUNE, 2011

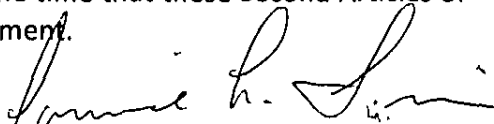


Dave Pemberton, President

With its signature below the Corporation's sole shareholder (at the time that these Second Articles of Restatement were adopted) consents to these Articles of Restatement.

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

By:   
Willie Logan, President



NOTARY PUBLIC-STATE OF FLORIDA  
Tommie Lee Frison  
Commission # DD848393  
Expires: FEB. 14, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.