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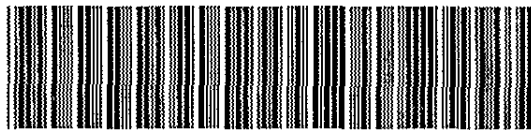
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FILED  
03 APR 14 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/23/03  
Amended &  
Restated  
ef



**BOARD OF DIRECTORS  
Officers**

Dr. Roy Phillips  
President

Hosea Butler, Jr.  
Secretary

Verbert C. Anderson  
Treasurer

**Members**

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black  
Executive Director

April 9, 2003

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Incorporation and a check or money order for filing fees for the following:

Company name	CK/MO#	Amount
NANEKI, INC.	06- 596339725	\$35.00

Please file the amendment and return a copy of the amendment to the following address:

Nicole S. Dandridge, Esq.  
Tools for Change  
Black Economic Development Coalition, Inc.  
6015 NW 7<sup>th</sup> Ave.  
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

Nicole S. Dandridge, Esq.  
Staff Attorney

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NANEKI, INC.  
(DOCUMENT #P03000035886)**

FILED

03 APR 14 PM 12: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the relevant provisions of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation in its entirety and reads as follows:

**ARTICLES OF INCORPORATION  
OF  
NANEKI, INC.**

**ARTICLE I: NAME OF THE CORPORATION**

The name of the corporation is **NANEKI, INC.** hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 2601 SE 19<sup>TH</sup> COURT, HOMESTEAD, FL 33035.

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is **2601 SE 19<sup>TH</sup> COURT, HOMESTEAD, FL 33035** ; and the registered agent at that office is **NANCY C. DAVILA**.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The Corporation shall have ONE (1) director(s) constituting the Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The Board of Director(s) of the Corporation shall be comprised of:

**NANCY C. DAVILA  
2601 SE 19<sup>TH</sup> COURT  
HOMESTEAD, FL 33035**

#### **ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

**CARINE MINK, ASSISTANT SECRETARY  
LEGALZOOM.COM, INC.  
7083 HOLLYWOOD BLVD., SUITE 180  
LOS ANGELES, CA 90028**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **NANEKI, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of HOMESTEAD, County of Dade, State of Florida, has named **NANCY C. DAVILA**, at **2601 SE 19<sup>TH</sup> COURT**, in the City of HOMESTEAD, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:



**NANCY C. DAVILA**

DATE:

4/2/03

THE FOREGOING AMENDED AND RESTATED ARTICLES OF AMENDMENT OF NANEKI  
INC. WERE ADOPTED IN ITS ENTIRETY BY THE BOARD OF DIRECTORS ON  
April 8, 2003 WITHOUT SHAREHOLDER ACTION AND  
SHAREHOLDER ACTION WAS NOT REQUIRED.

Signed this 8 day of April, 2003.

Signature Nancy C. Davila

Printed name: NANCY C. DAVILA, DIRECTOR