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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FUNDACION HONDUREÑA PARA EL NIÑO CON CANCER, CORP
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

NUBIA GERALDINA MENDOZA GALLARDO

Name of Person

Firm/Company

1951 SW 156 AVE

Address

MIRAMAR, FLORIDA 33027

City/State and Zip Code

silviamendozal@yahoo.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

NUBIA GERALDINA MENDOZA GALLARDO 786 543-1159
Name of Person at (Area Code) Daytime Telephone Number

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617, 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. FUNDACION HONDUREÑA PARA EL NIÑO CON CANCER, CORP

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. TEGUCIGALPA MDC, HONDURAS CA

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. (Date of Incorporation)

5.

(Date of duration, if other than perpetual)

6. N/A

(Date first conducted affairs in Florida if prior to registration. See sections 617-1501 & 617-1502, F.S. to determine penalty/habitual.)

7. Colonia Alameda Calle Alfonso Guillen Zelaya Casa No. 1236 Tegucigalpa MDC, Honduras CA

(Principal office street address)

1951 SW 156 AVE MIRAMAR, FLORIDA 33027

(Current mailing address, if different)

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SECRET
FLORIDA

8. Provide free Oncological treatment to children with cancer in Honduras and give them a better quality of life
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NUBIA GERALDINA MENDOZA GALLARDO

Office Address: 1951 SW 156 AVE

MIRAMAR

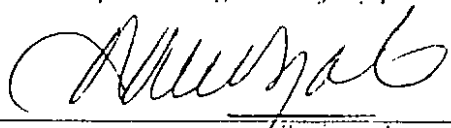
(City)

Florida 33027

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: Nubia G. Mendoza Gallardo
 Vice Chairman Address: Residencia El Triangulo,
 Director detras del Ministerio Publico
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: _____ Other: _____

Chairman Name: Margaret S. Steiner Bendek
 Vice Chairman Address: Colonia Lomas del Castaño
 Director Calle Santa Monica, Casa #001
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: _____ Other: _____

Chairman Name: Maricela A. Bulnes Hernandez
 Vice Chairman Address: Residencial Trapiche
 Director Bloque K Casa #3402
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: _____ Other: _____


Chairman Name: Ana I. Diaz Marinakys
 Vice Chairman Address: Colonia Castaños Sur,
 Director Calle Senecio, 3era Calle
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: FISCAL Other: _____

Chairman Name: Maria E. Elvir Lanza
 Vice Chairman Address: Colonia El Hogar
 Director 19 Calle Casa No. 3107
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: _____ Other: _____

Chairman Name: Karen M. Atala Zablah
 Vice Chairman Address: Club ecuestre La Herradura
 Director Carretera a Valle de Angeles, Km 7
 President Tegucigalpa MDC, Honduras CA
 Vice President: _____
 Secretary Treasurer
 Other: VOCAL I Other: _____

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 TALLAHASSEE, FLORIDA

NOTE: Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

13. X  _____
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NUBIA GERALDINA MENDOZA GALLARDO - PRESIDENT
 (Typed or printed name and capacity of person signing application)

12. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: Ana I Diaz Marinakys
 Vice Chairman Address: Colonia San Ignacio 3era
 Director Calle, entre 4ta y 5ta Avenida
 President Tegucigalpa MDC, Honduras CA
 Vice President _____
 Secretary _____ Treasurer _____
 Other: VOCAL II Other: _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other: _____ Other: _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other: _____ Other: _____

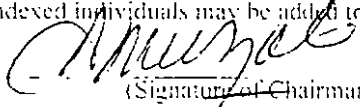
Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other: _____ Other: _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other: _____ Other: _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary _____ Treasurer _____
 Other: _____ Other: _____

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13. X  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NUBIA GERALDINA MENDOZA GALLARDO - PRESIDENT
(Typed or printed name and capacity of person signing application)

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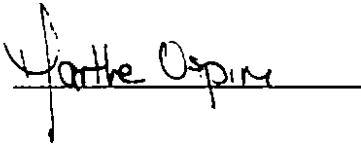
Translation from Spanish into English

CERTIFICATE OF TRANSLATION

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I, Martha Ospina, professional translator of the Spanish and English languages, on behalf of Docurapid Corporation, lawfully organized and established under the laws of the State of Florida, American Translators Association member N° 251466, do hereby certify that the attached translation, consisting of 9 pages, is, to the best of my knowledge and belief, a true and accurate rendition into the English language of a **Certification** of Resolution N° 28-89 granting Legal Entity status and a Certificate of Fiscal Solvency of **Fundación Hondureña para el Niño con Cáncer** (Honduran Foundation for Children with Cancer), issued in Honduras.

While every effort has been made to guarantee the quality and accuracy of the attached translation, Docurapid Corp. and/or staff members are not liable for any inconvenience/conflict arising as a result of any omissions, misinterpretations or other errors in the translation. For all purposes the original version prevails.



State of Florida)
County of Dade)

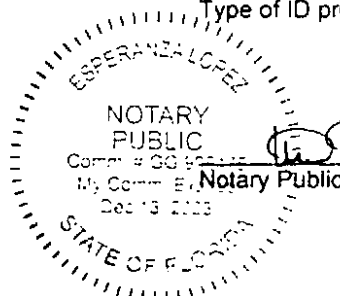
The foregoing instrument was a sworn and subscribed to before me by means of physical presence

this May 26th, 2020

by MARTHA OSPINA

Personally known to me [x] or produced identification []

Type of ID produced: _____



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Translation from Spanish into English

Directors and ratified or disapproved by the Ordinary General Meeting. Article 38. All members of the Foundation shall participate in the Ordinary and Extraordinary Meetings with the right to speak and vote, and the agreements shall be taken by a simple majority but in the event of a tie, the vote shall be cast again and if the tie persists, the President shall decide with his tie-breaking vote. Article 39. To be a member of the Board of Directors, a candidate must be of legal age, and have no outstanding accounts with the Company. Article 40. The Foundation undertakes to refrain from engaging in any trade practices, that is, it shall not trade and will only acquire equipment, vehicles, tools and any other item indispensable for its operation. Article 41. These Bylaws shall become effective upon approval by the Executive Branch and upon publication in the Official Journal "LA GACETA," with the limitations set forth in the Constitution of the Republic and other laws, and its reforms, amendments or changes shall be subject to the same procedure. BE IT THUS NOTIFIED. (Signed) JOSÉ SIMÓN AZCONA, CONSTITUTIONAL PRESIDENT OF THE REPUBLIC. THE SECRETARY OF STATE FOR THE INTERIOR AND JUSTICE. (Signed) ENRIQUE ORTEZ COLINDRES, MINISTER. This is issued in the City of Tegucigalpa, Municipality of the *Distrito Central*, on the Fourth day of November, two thousand and sixteen.

[Signed] **RICARDO ALFREDO MONTES NAJERA**
SECRETARY GENERAL

[Rubber seal of the office of issue]

Payment Receipt N° 3048963 of November 02, 2016 San/Cerv.

[Illegible

signature

legalization

stamps]

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due authorization; ch) Keeping the necessary ledgers; d) Submitting a monthly statement of accounts of works to the Board of Directors at the end of each year, a detailed general statement of accounts; e) Depositing the funds of the Foundation and in the name thereof in a banking institution in the country, either in cash or quickly liquidity securities; f) Others as indicated by the internal regulations. Article 30. The powers of the auditor are: a) Ensuring compliance with these Bylaws and the Regulations of the Foundation; b) Intervening in inspections and audits; e) Examining the accounts of the Treasury; ch) Others as provided by the internal regulations. Article 31. The powers of the Members are: a) Attending on time the ordinary and extraordinary meetings of the Board of Directors; b) Performing the functions entrusted to them; c) Others as provided by the internal regulations. The exclusion of a partner or member of the Foundation is lost by resignation of such or by exclusion decreed by the General Meeting or by loss of civil capacity. CHAPTER IX. FINANCIAL RESOURCES OF THE FOUNDATION. Article 32. The financial resources of the Foundation constitute the personal and real property that it owns and acquires for the fulfillment of its purposes and objectives, either by virtue of purchase, inheritance, legacies, donations or by any other legal title. The ordinary and extraordinary income as agreed by the General Meeting. Article 33. The administration of the financial resources of the Foundation is a matter for the Board of Directors, which shall dictate the measures it deems appropriate for the best administration. Article 34. The financial resources, no part of the net income of the Foundation shall be incurred for profit or distributed among the members, officials or other private individuals, except that the Foundation shall authorize and approve the payment of reasonable compensations for being defects actually provided by such to the Foundation. CHAPTER X. DISSOLUTION AND LIQUIDATION OF FOUNDATION. Article 35. It shall be a reason for dissolution of the Foundation when for any reason or circumstance the objectives and purposes for which the Foundations was constituted cannot be fulfilled. Article 36. In the event of dissolution and liquidation of the Foundation, the assets, equipment and other possessions thereof shall be distributed exclusively to charitable, religious, and scientific organizations that attest to public safety, libraries or educational purposes, provided that they are exempt from the corresponding taxes and authorized by the Government of the Republic of Honduras. CHAPTER XI. GENERAL PROVISIONS. Article 37. Any natural person who so desires it may be a member of the Foundation. For such purpose, such person shall submit to the Secretary of the Board of Directors a written request that shall be provisionally decided by the Board of

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termination and resolution of contracts entered into by the Foundation, related to its purposes and objectives; ch) Convening Ordinary and Extraordinary General Meetings; d) Submitting to the Ordinary General Meeting the annual report of activities carried out by the Foundation during the previous period and the financial statements thereof; e) Discussing and approving by the second half of November each year, the annual budget of income and expenses of the Foundation, as well as its working plans, prior to their submission and consideration by the General Meeting. f) Receiving contributions and donations made to the Foundation for its administration expenses and the fulfillment of its purposes and objectives; g) Appointing and removing from their positions executive officers and employees of the Foundation; h) Exercising the legal representation of the Foundation through its President, who may delegate such representation to any other member of the Board of Directors with its authorization; i) Hearing the infractions of the Bylaws and regulations of the Foundation and applying the sanctions and disciplinary measures to those responsible; j) Others as may be provided in these Bylaws, regulations and agreements that are omitted. CHAPTER VIII. POWERS OF THE MEMBERS OF THE BOARD OF DIRECTORS. Article 26. The powers of the President are: a) Exercising the legal representation of the Foundation; b) Presiding over the sessions of the General Meeting and those of the Board of Directors; c) Convening General Meetings as agreed by the Board of Directors; ch) Ordering the practice of inspections and audits; d) Deciding with double vote and in the event of a tie in the sessions of the General Meeting and the Board of Directors; e) Signing agreements and resolutions along with the Secretary in charge of drafting the Minutes of the Meetings; f) Convening meetings of the Board of Directors. Article 27. The powers of the Vice-President are: The Vice-President shall replace the President in cases of absence or temporary incapacity or remain and assist the President when applicable. Article 28. The powers of the Secretary are: a) Keeping and guarding the Registry of Members, the Minutes and Agreements of the General Meeting and the Board of Directors, and others deemed unnecessary [sic]; b) Drafting and authorizing minutes, agreements and resolutions; c) Issuing certifications; ch) Sending notice of meeting of the Board of Directors as ordered by the President; d) Ordering, keeping and guarding the archives of the Foundation; e) others as provided by the internal regulations. Article 29. The powers of the Treasurer are: a) Managing under liability the funds of the Foundation; b) Collecting the ordinary and extraordinary contributions agreed by the General Meeting; e) Making the payments of the Foundation with

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purpose thereof. The call for a first and a second meeting shall be made in a single note, the second meeting shall be held twenty-four hours after the appointed time for the first meeting. Article 18. The Extraordinary General Meeting shall be convened by the Board of Directors when deemed convenient or upon written request submitted to it by at least (5) members of the Foundation. Article 19. For a General Meeting to be considered legally convened in the first call, the attendance of more than a half of the members is required. If the ordinary or extraordinary General Meeting meets in a second call, it shall be considered validly constituted regardless of the number of members attending. Article 20. The duties of the Ordinary General Meeting are: a) Hearing the annual report of activities submitted by the Board of Directors; b) Adopting the measures it deems appropriate for the smooth running of the Foundation; e) Approving or modifying the annual budget on the basis of the project submitted to it by the Board of Directors; ch) Choosing the members of the Board of Directors; d) Reviewing and approving the minutes of the Board of Directors; e) Establishing the ordinary and extraordinary contributions to be paid by the members; f) Resolving all the matters submitted to it by the Board of Directors. Article 21. The Extraordinary General Meeting shall meet to hear and decide on the following matters: a) Approving the amendments to the Bylaws of the Foundation; b) Approving the dissolution and liquidation of the Foundation; c) Any other matter submitted to its consideration by the Ordinary General Meeting. CHAPTER VII. THE BOARD OF DIRECTORS. Article 22. The Board of Directors shall be the Executive Body of the Foundation and shall be composed of seven members as follows: one President, one Vice-President, one Secretary, one Treasurer, one Auditor, two members. Article 23. The Board of Directors as the executive body of the Foundation, for the fulfillment and performance of its duties, shall take the measures it deems appropriate, and be required to hold a meeting at least once a month. The quorum to make decisions shall be half plus one of its members and, in the event of a tie, the President shall decide with a tie-breaking vote. Article 24. The members of the Board of Directors shall be elected for periods of two years, and may be re-elected for an equal period if the Meeting deems it appropriate, and they shall be in office until the moment their elected and competent successors chosen by the Meeting take office. Article 25. The duties of the Board of Directors: a) Issuing and amending its Bylaws; b) Approving, interpreting, modifying or repealing the regulations and organizational manuals, as well as the operational and procedural rules required by the Foundation for its normal operation; c) Discussing and approving the negotiation, acceptance, subscription,

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in consideration for the services they provide to it in the development of its activities. CHAPTER IV. OBLIGATIONS, RIGHTS AND PROHIBITIONS TO MEMBERS. Article 10. The obligations of the members are: a) Complying with the provisions of these Bylaws, regulations, agreements and resolutions issued by the General Meeting and the Board of Directors; b) Attending personally or through their representatives the General Meetings of members. The appointed representative shall be a member of the Company and no member shall hold more than one representation; c) Fulfilling the commitments that it voluntarily will have undertaken with the Foundation and with the ordinary or extraordinary contributions that are agreed by the General Meeting or by the Board of Directors; ch) Executing with due diligence and care the positions and commissions for which they has been elected or appointed; d) Ensuring that feelings of fellowship and solidarity prevail in the relations between members. Article 11. The rights of the members are: a) Intervening in deliberations and casting their vote at ordinary or extraordinary general meetings; b) Electing and being elected in any governing or administrative body of the Foundation; c) Receiving without discrimination some data or information on the foundation's funds, programs and other activities; ch) Asking the Board of Directors to convene a General Meeting in accordance with the Bylaws, and to include items in the meeting's agenda; d) Submitting motions, drafts and recommendations to the General Meeting. Article 12. The prohibitions of the members are: a) Using the Foundation for particular or personal purposes; b) Performing activities outside the foundation's purposes or aimed at making sectarian political propaganda; c) Discriminating on the basis of color, race, sex or any other concept; ch) Involving the organization in acts of trade or other acts that are contrary to its aims and purposes. CHAPTER V. MANAGEMENT OF THE FOUNDATION. Article 13. The management and administration of the Foundation shall be in charge of the following bodies: a) The General Meeting; b) The Board of Directors. CHAPTER VI. GENERAL MEETING. Article 14. The General Meeting shall exercise the highest authority of the Foundation and shall be composed of all the duly accredited members of the Foundation. Article 15. The General Meeting shall be ordinary and extraordinary and meet upon notice by the Board of Directors. Article 16. The Ordinary General Meeting shall meet at least once a year during the first three months of the year. The Extraordinary General Meetings shall be held at any time and as often as necessary. Article 17. The call to the General Meeting shall be made by means of a note addressed to each of the members of the Foundation. The notice shall be sent fifteen days in advance to the date scheduled for the meeting, and state the

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operate throughout the Republic of Honduras, hold sessions, meetings and conferences in any other place or city of the Republic. CHAPTER II. AIMS AND PURPOSES. Article 3. The Foundation aims at working in the development of short- or long-term assistance programs to serve all those persons, mainly children, suffering from cancer disease, entering into national and international contracts with individuals or legal entities, and agreements that are deemed appropriate within the scope of its objectives, by subscribing public or private documents deemed necessary for such purpose. The Foundation will coordinate its efforts with other public or private individuals and institutions throughout the national territory in order to achieve its objectives, and may also carry out any other humanitarian and social service activities authorized by the laws and authorities of the Republic of Honduras. Article 4. The Foundation, in the case of national or international donations of renowned morals, from natural persons or legal entities, undertakes to comply with the requirements or conditions required by donors to attest to the use and management of what has been received through audits carried out by national official authorities or consular representatives of friendly countries. It shall have all the powers granted by Honduran laws to foundations or non-profit organizations, considered legally organized to manage its own assets, to develop upon authorization and in coordination with the National Emergency Standing Committee, the Executive Department of the Higher Council for Economic Planning and other national official social service and assistance bodies, child support programs, programs for extremely poor people and communities, especially those suffering from cancer disease, and humanitarian assistance programs by channeling any national or foreign aid received to the respective development programs, both under normal conditions, as well as in the event of an emergency or epidemic. CHAPTER III. MEMBERS. Article 5. The Honduran Foundation for Children with Cancer, Honduras, Central America, considers as a member any natural person registered as such in the corresponding Register. But no Honduran or foreign national physician may be a member of the Board of Directors; they may only hold consulting positions. Article 6. The members of the Foundation will be of three classes: a) Founders, b) Incorporated, c) Honorary. Article 7. The founding members are all those who signed the Articles of Incorporation of the Foundation. Article 8. The incorporated members are all those who subsequently to the incorporation of the Foundation express in writing their desire to join in, and that in the opinion of the Foundation, they deserve to be a part of it. Article 9. Honorary members are all those who are not founders nor incorporated members, but receive such distinction by the Foundation

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CERTIFICATION

The undersigned Secretary General of the Department of State for the Interior, Justice, Human Rights and Decentralization CERTIFIES: the Resolution that verbatim reads as follows: "RESOLUTION N° 28-89, THE CONSTITUTIONAL PRESIDENT OF THE REPUBLIC, Tegucigalpa, Municipality of this *Distrito Central*, April Seventh, nineteen eighty-nine. HAVING REVIEWED: for a decision the application filed before the Executive Branch, the Executive Branch [sic], through the Department of State for the Interior, Justice, on the Twenty-First day of September, nineteen eighty-eight, by ARNALDO GARCÍA HERNÁNDEZ, attorney-at-law, of legal age, and domiciled in this jurisdiction, acting in his capacity as Legal Representative of the HONDURAN FOUNDATION FOR CHILDREN WITH CANCER, with registered office in Tegucigalpa, to request that his client be acknowledged as a legal entity and that its Bylaws be approved. WHEREAS: the petitioner accompanied his request with the documents required by law. WHEREAS: the application was processed with due observance of the law, having notified the Attorney General's Office of the Republic, and the Legal Department of this Department of State who, upon return of service, delivered a favorable opinion. WHEREAS: the Bylaws of the HONDURAN FOUNDATION FOR CHILDREN WITH CANCER do not oppose the laws of the country, the public order, morals and the good customs, it is therefore appropriate to accept the request. WHEREAS: It is the power of the Executive Branch, through the Department of State for the Interior and Justice, granting the Legal Status and approving the Bylaws of non-profit organizations and foundations of public interest. THEREFORE: THE CONSTITUTIONAL PRESIDENT OF THE REPUBLIC, pursuant to the powers conferred by Section 245, Subsection 40 of the Constitution of the Republic, and in application of Subsection 18 of Section 2, as amended, of the Code of Administrative Procedure, ORDERS TO RECOGNIZE: as a Legal Entity THE HONDURAN FOUNDATION FOR CHILDREN WITH CANCER and to approve its Bylaws as follows: "BYLAWS OF THE HONDURAN FOUNDATION FOR CHILDREN WITH CANCER OF TEGUCIGALPA." CHAPTER I. CONSTITUTION, NAME AND PURPOSES. Article 1. THE HONDURAN FOUNDATION FOR CHILDREN WITH CANCER, HONDURAS, CENTRAL AMERICA, is organized as a private, apolitical and non-profit organization, for an indefinite term and with its own assets, which shall be governed by these Bylaws and its internal regulations and, where not provided, by the laws of the Republic of Honduras and the resolutions issued by the General Meeting and the Board of Directors to fulfill the purposes of the Foundation. Article 2. The registered office of the Foundation shall be the city of Tegucigalpa, Municipality of the *Distrito Central*, but it may

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[Coat of arms of Honduras]
GOVERNMENT OF THE REPUBLIC OF
HONDURAS

DEPARTMENT OF THE INTERIOR,
JUSTICE, HUMAN RIGHTS AND
DECENTRALIZATION

Nº _____

CERTIFICATION

"FUNDACIÓN HONDUREÑA PARA EL NIÑO CON CÁNCER"
(Honduran Foundation for Children with Cancer)

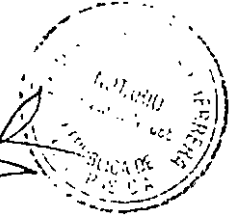
NOVEMBER 4, 2016



Gobierno de la República de Honduras

SECRETARÍA DE DERECHOS HUMANOS, JUSTICIA, GOBERNACIÓN Y DESCENTRALIZACIÓN

[Handwritten signature]



ENTREGADO
Instituto de La Propiedad

No. _____

2020 JUN -1 PM 3:39
SECRETARÍA DE ESTADO
TALLAHASSEE, FLORIDA

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CERTIFICACIÓN

"FUNDACION HONDUREÑA PARA EL NIÑO CON CANCER"

04 DE NOVIEMBRE DE 2016

05 JUL 2017

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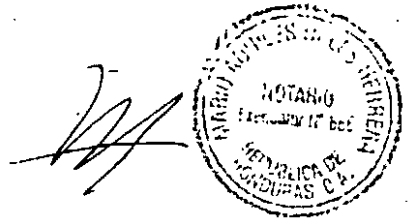
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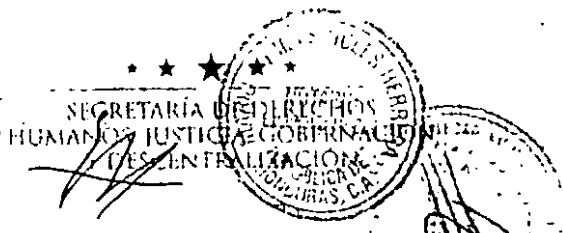
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CERTIFICACION

El Infrascrito Secretario General de la Secretaria de Estado en los Despachos de Derechos Humanos, Justicia, Gobernación y Descentralización.- CERTIFICA: La Resolución que literalmente dice: "RESOLUCION No.28-89 EL PRESIDENTE CONSTITUCIONAL DE LA REPUBLICA.-Tegucigalpa, Municipio de este Distrito Central, siete de abril de mil novecientos ochenta y nueve. VISTA: Para resolver la solicitud presentada al Poder Ejecutivo, al Poder Ejecutivo por medio de la Secretaria de Estado en los Despachos de Gobernación, Justicia, con fecha veintiuno de septiembre de mil novecientos ochenta y ocho, por el señor ARNALDO GARCIA HERNANDEZ, Abogado, mayor de edad y de este domicilio, actuando en su condición de Apoderado Legal de la FUNDACION HONDUREÑA PARA EL NINO CON CANCER, con domicilio en Tegucigalpa, contraída al pedir que se reconozca a su representada como Persona Jurídica y se aprueben sus Estatutos. RESULTA: Que el peticionario acompaño a su solicitud los documentos que exige la Ley. RESULTA: Que a la solicitud se le dió el trámite de Ley correspondiente, habiéndose mandado oír a la Procuraduría General de República, y al Departamento Legal de esta Secretaria de Estado quienes al devolver el traslado emitieron dictamen favorable. CONSIDERANDO: Que los Estatutos de la FUNDACION HONDUREÑA PARA EL NINO CON CANCER, no contrarían las leyes del país, el orden público, la moral y las buenas costumbres, por lo que es procedente acceder a lo solicitado. CONSIDERANDO: Que es atribución del Poder Ejecutivo, a través de la Secretaria de Estado en los Despachos de Gobernación y Justicia, otorgar la Personalidad Jurídica y aprobar los Estatutos de las Asociaciones Civiles y Fundaciones de Interés Público. POR TANTO: EL PRESIDENTE CONSTITUCIONAL DE LA REPUBLICA En uso de las facultades que le confiere el Artículo 245, numeral 40 de la Constitución de la República, y en aplicación del numeral 18, del Artículo 2, Reformado del Código de Procedimiento Administrativo RESUELVE RECONOCER: Como Persona Jurídica a la FUNDACION HONDUREÑA PARA EL NINO CON CANCER, y aprobar sus Estatutos en la forma siguiente: "ESTATUTOS DE LA FUNDACION HONDUREÑA PARA EL NINO CON CANCER, DEL DOMICILIO DE TEGUCIGALPA" TITULO I CONSTITUCION, NOMBRE Y FINES Artículo 1.- Se constituye la FUNDACION HONDUREÑA PARA EL NINO CON CANCER HONDURAS, CENTRO AMERICA, como una Asociación Civil de carácter privado, apolítica, sin fines de lucro, por tiempo indefinido y con patrimonio propio, la cual se regirá por los presentes estatutos y sus reglamentos internos y en lo no previsto por las leyes de la Republica de Honduras y por las resoluciones que emita la Asamblea General y la Junta Directiva para el cumplimiento de los fines de la Fundación. Artículo 2.- El domicilio de la



principalmente los niños, que sufran de la enfermedad de EL CANCER, celebrar contratos con personas naturales o jurídicas, nacionales e internacionales, contratos que se estimaren convenientes dentro del espíritu de sus objetivos, suscribiendo los documentos públicos o privados que al efecto fueren necesarios. La Fundación coordinara sus esfuerzos con otras personas e instituciones publicas o privadas en todo el territorio nacional para el logro de sus objetivos, asimismo podrá ejecutar cualquier otra actividad lícita de servicio social y humanitaria que las leyes y autoridades de la Republica de Honduras autoricen. Artículo 4.- La Fundación en caso de donaciones nacionales o internacionales de reconocida moral, de personas naturales o jurídicas, se comprometen a cumplir los requisitos o condiciones exigidas por los donantes para dar buena fe, del uso y manejo de lo recibido mediante fiscalizaciones ejecutadas por autoridades oficiales nacionales o representantes consulares de países amigos. Tendrá todas las facultades que las leyes hondureñas concedan a las fundaciones o a las Asociaciones civiles sin fines de lucro, considerándose legalmente organizada para administrar sus propios bienes, para desarrollar previa autorización y en coordinación con el comité permanente de emergencia nacional, Secretaria Ejecutiva del Consejo Superior de Planificación Económica y otros organismos oficiales nacionales de servicio y asistencia social, programas de ayuda a la niñez, programas para personas y comunidades sumamente pobres y especialmente que padecen de la enfermedad de EL CANCER y programas de asistencia humanitaria canalizando toda ayuda nacional o extranjera que se reciba a los respectivos programas de desarrollo, tanto en condiciones normales, como en caso de emergencia o de epidemia. CAPITULO III DE LOS MIEMBROS Artículo 5.- La Fundación Hondureña para el Niño con Cáncer, Honduras, Centro América, considerará como miembro a toda persona natural inscrita como tal en el Registro correspondiente. Pero ningún médico, hondureño o extranjero podrá ser miembro de la Junta Directiva, únicamente podrán desempeñar cargos de asesoría. Artículo 6.- Los miembros de la Fundación serán de tres clases: a) Fundadores, b) Incorporados, c) Honorarios. Artículo 7.- Son miembros fundadores todos los que suscribieron el Acta de Constitución de la Fundación. Artículo 8.- Son miembros incorporados todos los que posteriormente a la Constitución de la Fundación manifiesten por escrito su deseo de ingresar a la misma; y que a juicio de esta merezca su incorporación. Artículo 9.- Son miembros honorarios todos aquellos que no siendo fundadores ni incorporados, reciban tal distinción por la Fundación, en consideración a los servicios que presten a la misma en el desarrollo de sus actividades. CAPITULO IV DE LAS OBLIGACIONES, DERECHOS Y PROHIBICIONES A LOS MIEMBROS



representación, c) Cumplir con los compromisos que voluntariamente hubiere contraído con la Fundación y con las contribuciones ordinarias o extraordinarias que fueren acordadas por la Asamblea General o por la Junta Directiva, ch) Desempeñar con la debida diligencia y esmero los cargos y comisiones para lo cual hubiere sido electo o designado, d) Procurar que en las relaciones entre los miembros prevalezcan los sentimientos de confraternidad y solidaridad. Artículo 11.- Son derechos de los Miembros: a) Intervenir en las deliberaciones y emitir su voto en las reuniones de Asamblea General ordinaria o extraordinaria, b) elegir y ser electo en cualquier órgano de gobierno o administrativo de la Fundación, c) Recibir sin discriminación algunos datos o información sobre los fondos, programas y demás actividades de la Fundación, ch) Pedir a la Junta Directiva la convocatoria de Asamblea General de acuerdo con los estatutos y que figuren puntos en el orden de la Asamblea a convocarse, d) someter mociones, proyectos y recomendaciones a la Asamblea General. Artículo 12.- Son prohibiciones de los Miembros: a) Valerse de la Fundación para fines particulares o de orden personal, b) Ejecutar actividades ajenas a los fines de la Fundación o encaminadas a hacer propagandas de tipo político sectario, c) Discriminar por motivos de color, raza, sexo o cualquier otro concepto, ch) Comprometer la sociedad en actos de comercio u otros que sean contrarios a su objetivo y fines. CAPITULO IV.- DEL GOBIERNO DE LA FUNDACION

Artículo 13.- La Dirección y administración de la Fundación estará a cargo de los órganos siguientes: a) La Asamblea General, b) La Junta Directiva. CAPITULO VI. DE LA ASAMBLEA GENERAL Artículo 14.- La Asamblea General ejercerá la máxima autoridad de la Fundación y estará integrada por todos los miembros de la misma debidamente acreditados. Artículo 15. Las Asambleas Generales serán ordinarias y extraordinarias y se reunirán previa convocatoria de la Junta Directiva. Artículo 16.- La Asamblea General Ordinaria se reunirá una vez al año por lo menos durante los tres primeros meses del año. Las Asambleas Generales extraordinarias se celebrarán en cualquier tiempo y cuantas veces fuese necesario. Artículo 17.- La convocatoria a Asamblea General se hará mediante nota dirigida a cada uno de los miembros de la Fundación. La misma deberá hacerse con quince días de anticipación a la fecha señalada para su celebración, expresando el objeto de la reunión. La convocatoria para primera y segunda reunión se hará en una sola nota, debiendo celebrarse la segunda reunión veinticuatro horas después de la hora señalada para la primera. Artículo 18.- La Asamblea General extraordinaria será convocada por la Junta Directiva cuando lo estime conveniente o a petición por escrito presentada a la misma suscrita por lo menos por (5) miembros de la Fundación.



conocer el informe anual de actividades que presente la Junta Directiva, b) Adoptar las medidas que estime conveniente para la buena marcha de la Fundación, c) Aprobar o modificar el presupuesto anual tomando como base el proyecto que le somete a consideración la Junta Directiva, ch) Elegir a los miembros de la Junta Directiva, d) Examinar y aprobar las actas de la Junta Directiva, e) Establecer las contribuciones ordinarias y extraordinarias que deberán pagar los miembros, f) Resolver todos los asuntos que la Junta Directiva someta a su consideración

Artículo 21. La Asamblea General extraordinaria se reunirá para conocer y resolver de los asuntos siguientes: a) Aprobar las reformas de los estatutos de la Fundación, b) Aprobar la disolución y liquidación de la Fundación, c) Cualquier otro asunto que someta a su consideración la Asamblea General Ordinaria.

CAPITULO VII DE LA JUNTA DIRECTIVA Artículo 22. La Junta Directiva será el Órgano Ejecutivo de la Fundación y estará integrada por siete miembros en la forma siguiente: Un Presidente Un Vice-Presidente, Un Secretario, Un Tesorero, Un fiscal, dos vocales

Artículo 23. La Junta Directiva como órgano Ejecutivo de la Fundación para el cumplimiento y desarrollo de sus atribuciones, tomará las medidas que estime convenientes, debiendo sesionar una vez al mes, por lo menos. El quórum para tomar decisiones será la mitad más uno de sus miembros y en caso de empate el Presidente decidirá con voto de calidad.

Artículo 24. Los miembros de la Junta Directiva serán electos por periodos de dos años, pudiendo ser reelectos por igual periodo si la Asamblea lo estima conveniente y servirá en sus cargos hasta el momento en que tomen posesión sus sucesores escogidos, calificados y electos por Asamblea.

Artículo 25. Son atribuciones de la Junta Directiva: a) Emitir y reformar su reglamento interno, b) Aprobar, interpretar, modificar o derogar los reglamentos y manuales de organización, así como las normas operativas y de procedimientos que requiera la Fundación para su normal funcionamiento, c) Discutir y aprobar la negociación, aceptación, firma, rescisión y resolución de los contratos que celebre la Fundación, relacionados con sus fines y objetivos, ch) Convocar a Asambleas Generales Ordinarias y Extraordinarias, d) Presentar a la Asamblea General Ordinaria el informe anual de las actividades desarrolladas por la Fundación durante el periodo anterior y los estados financieros de la misma, e) Discutir y aprobar a más tardar en la segunda quincena del mes de noviembre de cada año, el presupuesto anual de ingresos y egresos de la Fundación, así como los planes de trabajo de la misma. Previos a su sometimiento y consideración por la Asamblea General.

f) Percibir las contribuciones y donaciones que se hagan a la Fundación para sus gastos de administración y el cumplimiento





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disciplinarias a los responsables, j) Las demás que le confieran los presentes estatutos, reglamentos y acuerdos que se emitan.

CAPITULO VIII ATRIBUCIONES DE LOS MIEMBROS DE LA JUNTA DIRECTIVA Artículo 26.- Son atribuciones del Presidente: a) Ejercer la representación legal de la Fundación, b) Presidir las sesiones de Asamblea General y las de la Junta Directiva, c) Realizar la Convocatoria a asambleas generales que acuerde la Junta Directiva, ch) Ordenar la practica de arquéos y auditoria, d) Decidir con doble voto y en caso de empate en las sesiones de Asamblea General y de la Junta Directiva, e) Firmar junto con el Secretario de Actas de las sesiones, Acuerdos y Resoluciones, f) Convocar a sesiones a la Junta Directiva.

Artículo 27.- Son atribuciones del Vice-Presidente: el Vice-presidente sustituirá al Presidente en los casos de ausencia o incapacidad temporal o permanente y asistirá al Presidente en los casos que se lo solicite

Artículo 28.- Son atribuciones del Secretario: a) Llevar y custodiar los libros de Registro de miembros, de Actas y Acuerdos de la Asamblea General y de la Junta Directiva y los demás que se estimen innecesarios, b) Redactar y autorizar las actas, acuerdos y resoluciones, c) Extender Certificaciones, ch) Cursar las convocatorias de la Junta Directiva que ordene el Presidente, d) Ordenar, conservar y custodiar el archivo de la Fundación e) Las demás que señala el reglamento interno.

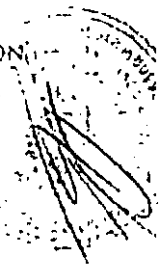
Artículo 29.- Son Atribuciones del Tesorero: a) Administrar bajo su responsabilidad los fondos de la Fundación, b) Recaudar las contribuciones ordinarias y extraordinarias acordadas por la Asamblea General, c) Efectuar los pagos de la Fundación con la debida autorización, ch) Llevar los libros de contabilidad necesarios, d) Presentar mensualmente a la Junta Directiva un estado de cuentas al fin de cada año de labores un estado general de cuentas en forma circunstanciada, e) Depositar los fondos de la Fundación y a nombre de este en una institución Bancaria del país ya sea en efectivo o en valores de liquidez inmediata, f) Las demás que señale el reglamento interno.

Artículo 30.- Son Atribuciones del Fiscal: a) Velar por el cumplimiento de los presentes Estatutos y Reglamentos de la Fundación, b) Intervenir en los arquéos y auditorias que se practiquen, c) Examinar las cuentas de la Tesoreria, ch) Las demás que señale el Reglamento Interno.

Artículo 31.- Son atribuciones de los Vocales: a) Asistir con puntualidad a las sesiones ordinarias y extraordinarias de la Junta Directiva, b) Desempeñar las funciones que se les encomienden, c) Las demás que señale el reglamento interno.

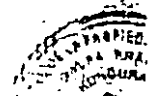
La exclusión de un socio o miembro de la Fundación, se pierde por renuncia del mismo o por exclusión decretada por la Asamblea General o por la perdida de la capacidad civil.

CAPITULO IX DEL PATRIMONIO DE LA FUNDACION Artículo 32.

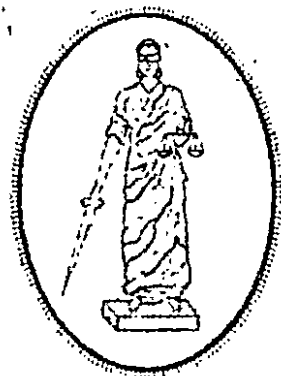




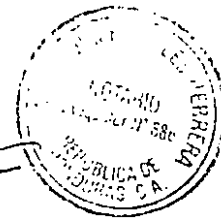
las medidas que estime conveniente para la mejor administración. Artículo 34.- El Patrimonio, ninguna parte del ingreso neto de la Fundación incurrirá a beneficio ni será distribuida entre sus miembros, funcionarios u otras personas privadas, excepto que la Fundación autorizará y facultará pagar compensaciones razonables por ser vicios efectivamente prestados por estos a la Fundación. CAPITULO X DISOLUCION Y LIQUIDACION DE LA FUNDACION Artículo 35.- Será motivo de disolución de la Fundación cuando por cualquier motivo o circunstancia no se puedan cumplir los objetivos y fines para los cuales fue constituida. Artículo 36.- En caso de disolución y liquidación de la Fundación, los bienes, equipo y demás enseres de la misma. Será distribuido exclusivamente a organizaciones caritativas religiosas, científicas que den fe para seguridad pública bibliotecas o propósitos educacionales siempre y cuando estén exentas de los impuestos correspondientes y con el permiso del Gobierno de la Republica de Honduras. CAPITULO XI DISPOSICIONES GENERALES Artículo 37.- Toda persona natural que así lo desee podrá ser miembro de la Fundación para lo cual deberá presentar al Secretario de la Junta Directiva una solicitud por escrito, la que será resuelta provisionalmente por la Junta Directiva y ratificada o improbadada por la Asamblea General Ordinarias. Artículo 38.- Todos los miembros de la Fundación, participarán en las Asambleas Ordinarias y extraordinarias con derecho a voz y voto y los acuerdos serán tomados por simple mayoría, pero en caso de empate se repetirá la votación y si persiste el empate, el Presidente decidirá con su voto de calidad. Artículo 39.- Para ser miembro de la Junta Directiva se requiere ser mayor de edad, y no tener cuentas pendientes con la Sociedad. Artículo 40.- La Fundación no se comprometerá en ningún acto de comercio propio de una Sociedad Mercantil, es decir, no ejercerá de comercio, sino únicamente adquirirá su equipo, vehículos, enseres y cualquier otro elemento indispensable para su funcionamiento. Artículo 41.- Los presentes Estatutos entraran en vigencia al ser aprobados por el Poder Ejecutivo y publicados en el Diario Oficial "LA GACETA" con las limitaciones establecidas en la Constitución de la República y demás leyes y sus reformas, enmiendas o modificaciones se someterán al mismo procedimiento. COMUNIQUESE (F) JOSE SIMON AZCONA. PRESIDENTE CONSTITUCIONAL DE LA REPUBLICA. EL SECRETARIO DE ESTADO EN LOS DESPACHOS DE GOBERNACION Y JUSTICIA. (F) ENRIQUE ORTEZ COLINDRES. MINISTRO. Extendida en la Ciudad de Tegucigalpa, Municipio del Distrito Central, a los cuatro dias del mes de noviembre de dos mil dieciséis.



CORTE SUPREMA DE JUSTICIA
REPUBLICA DE HONDURAS, C.A.



PAPEL ESPECIAL
NOTARIAL
VINTE EMPIRAS
2016-2019



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Firma del Registrador.

MARIO ANTONIO M.	
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5/22/2020 constancias.sar.gob.hn/ConstanciaSolvencialImprimir.aspx?numero_preimpreso= 151-20-10500-9419&secuencia=1

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ELECTRONIC RECORD OF FISCAL SOLVENCY

[Bar code]

151-20-10500-9419

The CENTRAL-SOUTH REGIONAL OFFICE, jurisdiction where is located the domicile for tax purposes of the applicant identified as:

Name and Surname or Business Name: **FUNDACIÓN HONDUREÑA PARA EL NIÑO CON CANCER**, with National Tax Registration Number: **08019998388150**.

Having filed the electronic application number 151-20-10500-9419 on 05/22/2020, and Official Payment Receipt N° 25411759852 dated 05/22/2020 for the amount of L 200.00 for Administrative Services.

After reviewing the databases of the Tax Management System (ETAX), it has been possible to determine the following:

ETAX: There are NO records of Omissions in the submission of Tax Returns.

ETAX: There are NO Debt records.

In view of the above, the FISCAL SOLVENCY is **GRANTED** to the applicant.

This Certificate is valid for thirty calendar days, from 05/22/2020 to 06/20/2020, and is not applicable for Article 213 of Decree 170-2016.

Without prejudice as to any powers of review and inspection of this Tax Administration and the results thereof.

DENIA ELIZABETH MARTÍNEZ FLORES
CHECKING ACCOUNT COORDINATOR OF THE CENTRAL-SOUTH REGIONAL OFFICE

(*) The recipient of this Certificate is responsible for verifying its validity via the Internet at <http://constancias.sar.gob.hn/>, by entering the number 151-20-10500-9419 or through the following QR code: [QR code]

constancias.sar.gob.hn/ConstanciaSolvencialImprimir.aspx?numero_preimpreso=151-20-10500-9419&secuencia=1 1/1



CONSTANCIA ELECTRÓNICA DE SOLVENCIA FISCAL



151-20-10500-9419

La DIRECCIÓN REGIONAL CENTRO SUR en cuya jurisdicción se encuentra el domicilio fiscal del solicitante, identificado como:

Nombre y Apellido o Razón Social: **FUNDACION HONDUREÑA PARA EL NIÑO CON CANCER**

Con Registro Tributario Nacional: **08019998388150**

Habiendo presentado la solicitud electrónica con número 151-20-10500-9419 en fecha 22/05/2020, y Recibo Oficial de Pago No. 25411759852 de fecha 22/05/2020 por el monto de L. 200.00 bajo el concepto de Actos Administrativos.

Luego de revisadas las Bases de Datos del Sistema de Gestión Tributaria (ETAX), se ha podido establecer lo siguiente:

ETAX: NO existen registros de Omisiones en la presentación de Declaraciones.

ETAX: NO existen registros de Deudas.

Por lo antes expuesto se **OTORGA** la SOLVENCIA FISCAL al solicitante.

La presente Constancia tiene una vigencia de treinta días calendario a partir de la fecha 22/05/2020 hasta 20/06/2020, la misma no aplica para el Artículo 213 del Decreto 170-2016.

Sin perjuicio de las facultades de revisión y fiscalización de esta Administración Tributaria y de los resultados que de ella se produzcan.

DENIA ELIZABETH MARTINEZ FLORES
COORDINADORA DE CUENTA CORRIENTE DE LA DIRECCION R.C.S.



(*) Es obligación del destinatario de la presente Constancia verificar su validez a través de Internet en la dirección <http://constancias.sar.gob.hn/>, ingresando el número 151-20-10500-9419 o mediante el siguiente código QR:

