

N 11000002951

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

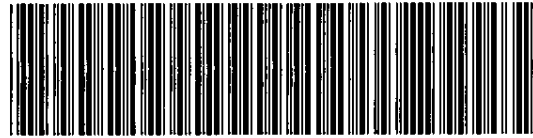
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100214851631

12/12/11--01011--002 \*\*43.75

SECRETARY OF STATE  
TREASURY  
RECEIVED  
FLORIDA

2011 DEC 12 AM 11:56

FILED

Amended  
12-13-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** W & VC CHARITIES INC.

**DOCUMENT NUMBER:** N11000002951

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSE THOMAS, C.P.A.

(Name of Contact Person)

THOMAS & COMPANY, C.P.A., P.A.

(Firm/ Company)

9710 STIRLING ROAD, STE 101

(Address)

COOPER CITY, FLORIDA 33024

(City/ State and Zip Code)

JOSECPA@JTTCPA.COM

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

For further information concerning this matter, please call:

JOSE THOMAS, C.P.A.

(Name of Contact Person)

at ( 954 ) 435 4488

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

W & VC CHARITIES INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000002951

(Document Number of Corporation (if known))

FILED  
2011 DEC 12 AM 11:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

*(Principal office address MUST BE A STREET ADDRESS)*

**C. Enter new mailing address, if applicable:**

*(Mailing address MAY BE A POST OFFICE BOX)*

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:*

*New Registered Office Address:*

*(Florida street address)*

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u>           |
|--------------|-------------|----------------|---------------------------------|
|              |             |                | <input type="checkbox"/> Add    |
|              |             |                | <input type="checkbox"/> Remove |
|              |             |                |                                 |
|              |             |                | <input type="checkbox"/> Add    |
|              |             |                | <input type="checkbox"/> Remove |
|              |             |                |                                 |
|              |             |                | <input type="checkbox"/> Add    |
|              |             |                | <input type="checkbox"/> Remove |
|              |             |                |                                 |

(attach additional sheets, if necessary). (Be specific)

## ARTICLE VIII ADDED- ADDITIONAL PROVISIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
W & VC CHARITIES INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles Of Incorporation.

Amendment adopted

**ARTICLE VIII ADDED**

**ADDITIONAL PROVISIONS**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

(a) This corporation is 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.

(b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(d) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(e) However, if the named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

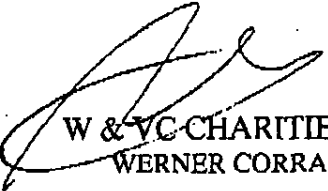
In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code ; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to

include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fee or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representative of such persons.

The date of adoption of the amendment: Date was: 11/30/11  
(TODAYS DATE)

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of W & VC CHARITIES INC. were adopted. There are no members or members entitled to vote on the amendments.

  
W & VC CHARITIES INC.  
WERNER CORRALES

11/28/11

Signature & Date

The date of each amendment(s) adoption: ~~03/28/11~~

11/28/2011

Effective date if applicable: ~~03/28/11~~

(date of adoption is required)

11/28/2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated ~~03/28/11~~

Nov. 28, 2011

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WERNER CORRALES

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)