

N15000002732

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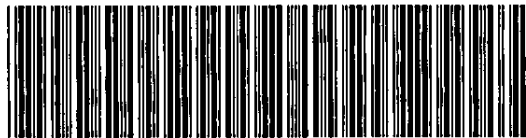
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DIVISION OF CORPORATE AFFAIRS
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C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FALLEN HEROES UNITED INC

DOCUMENT NUMBER: N1500002732

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

Please return all correspondence concerning this matter to the following:

DELIA ROSA KENNEDY, CLERK OF THE CORPORATION
(Name of Contact Person)

FALLEN HEROES UNITED INC
(Firm/ Company)

10211 SW 13 STREET
(Address)

MIAMI FLA 33174
(City/ State and Zip Code)

DELIARKENNEDY@AOL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DELIA RPSA KENNEDY at 786 5561397
(Name of Contact Person) (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

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DIVISION OF CORPORATIONS

FALLEN HEROES UNITED INC

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

N1500002732

(Document Number of Corporation (if known))

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)

14345 SW 120th Street Suite 105

Miami, FL 33186

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

10211 SW 13 Street

Miami, FL 33174

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: _____

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VPCD</u>	<u>Luis Javier Illescas</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Raymel Llerena</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PCD</u>	<u>Raymel Llerena</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Danny Torres</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Yamill Nogues</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>DTR</u>	<u>Delia Rosa Kennedy</u>	<u>14650 SW 120th Street Suite 105</u> <u>Miami, FL 33186</u>



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Number E

ARTICLE I PURPOSE & OVERVIEW

Fallen Heroes United Inc. purpose is pivotal, heartfelt, compassionate and committed and dire as basic to infuse tools and resources to cause that affects not only one family, but an entire nation. Created by Founder's Raymel Llerena and Co-Founders Luis Xavier Illescas and Antonio Byrd in 2015 while they were organizing a Celebrity Softball game where the Celebrity's vs. Officers played together all for one purpose, to raise money to help with the funeral services of the surviving family members of law enforcement, correction and military that have fallen in the line of duty; whether of natural causes or untimely,

We discovered that many officers that die very young have no time vested interest in the retirement system their surviving families in destitute. Families, friends and co-workers are left to bear the pain of a tragic loss and trying to come to some understanding is not an easy feat. Fallen Heroes United, Inc is a non profit 501 © 3 organization based in South Florida with a nationally-focused impact due to the facts that tragedy, traumatic incidents, loss, and grief in ones lives do not have a particular zip code and why "Fallen Heroes United's one of their Code of Ethics is to strictly adhere to: "Title VI, 42 U.S.C. § 2000d et seq., was enacted as part of the landmark Civil Rights Act of 1964 which prohibits discrimination on the basis of

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race, color, disability, challenges with language proficiency , religious beliefs, national origin, ethnicity and sexual orientation in program services provided by this organization, its funders, staff and volunteers.

Our primary mission is simple, to raise money and awareness for the families of every hero who has sacrificed to protect, preserve or defend fellow citizens of the Community and the entire Nation. Fallen Heroes United is committed to deliver to “Every family who has suffered a tragic loss and whose loved one has fallen in the line of duty will be provided the family individualized tools and resources necessary to rebuild their shattered lives. Fallen Heroes United understands that “a family’s need does not stop after the memorial service but in fact it is when the need escalates and we are the mitigation and provider team to meet all of their individualized needs.

Fallen Heroes United, Inc was founded with a platform of desire to provide fallen officers surviving members with comprehensive, integrated service systems of care that address not only their recent loss but ensures that those left behind are provided innovative services that are holistically centered and focused on the whole-family system of care

We recognize that there is no comparison to a person who has made the ultimate sacrifice by losing their life defending our country, and/or those of civil servants who protect us every day. In addition to these Heroes, there are those who have

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performed heroic acts without regard for their own safety and completely outside the confines of everyday life.

Out of the ordinary – often the extraordinary is born! Everyone has a hero in his or her life – someone who has done astonishing things like the hundreds of thousands of men and women who have sacrificed or compromised their lives in the line-of-duty. All of these people are heroes and should be honored for their selfless commitment to serving our country

Article II

1-To conduct all services to include strengthening all families, exposure and integration of continuum of care in services that are holistic to those that have been affected by a traumatic event such the untimely death of a public servant in the line of duty.

2-To conduct all activities as deemed necessary for charitable scientific, empowerment, community development, human and social services, and educational

3-To conduct all activities of a Community Based to National Organization Community Fallen Heroes United including but not limited to providing services in support of construction of schools, places of worship, additional medical facilities, family housing, and other facilities in poor and disadvantaged areas; to supply food, medical supplies, equipment, and other necessities to the poor and needy and as disaster relief in the event of natural disasters.

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4-To exercise all such power and authority as may be necessary to carry out the purposes above-specified. Heroes United Inc is organized exclusively for religious, educational, and charitable purposes as specified under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

This Corporation shall not carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE III MEMBERSHIP

There will be no members in this organization

ARTICLE IV MEETINGS

1-The annual membership meeting of this organization shall be held on the 15th day of the 4th Month each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by this amendment.

2-The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

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3-Regular meetings of this organization shall be held at Location of Choice by Founder and Co-Founder

4-The presence of not less than 2/3 percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 1 week from the date scheduled by these amendment and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

5-Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 2/3% percent of the members of the Board of Directors or 3 of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

6-No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

1-At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not

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appear any place on such ballot that might tend to indicate the person who cast such ballot.

2-At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

3-No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI

ORDER OF BUSINESS

Roberts Rules of Order

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

4- Original Founders, Co-Founders, Chairman and Co-Chairman's must have venue and no vote and no Board Meetings will be held without their presence will be considered null and void and in violation of the organizational by-laws

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ARTICLE VII

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of 4 officers and one voting member, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 (two) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

2/3% percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly each quarter or 4 times per year

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

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The President of the organization by virtue of his office shall be Chairman of the General Board of Directors.

The General Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

A Founder, Chairman, Co Founder and Co Chairman that has alongside with their founding rights and efforts designated an individual to a specific responsibility will not be under the administration of the General Board of Directors and will all be held harmless to any type of dismissal or expulsion from the organization.

ARTICLE VIII-I

EXECUTIVE BOARD OF DIRECTORS

The initial officers of the organization shall be determined as the Executive Board Members, the Founders and Co-Founders, Chairman and Co-Chairman equally by right, and are made part of this legal documents. The Founders and Co-Founders, Chairman and Co-Chairman equally are irrevocably and in perpetuity. Ray Llerena and Luis X Illescas. At the time of the first official Board of Directors, the above-mentioned person(s) and additional Directors invited before the first Board

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of Directors Meeting and cannot be removed by any General Board of Directors, current or future. They will be the Executive Board and as such since they were not nominated but created and founded the mission, vision and guiding principles of Fallen Heroes United are hereby declare as permanent officio's and not subject to removal. Upon such time that the first Board of Directors are nominated and sworn in, the Founders, Chairman and Co-Founders will have venue but no vote and will become permanent employees of the organization.

ARTICLE VIII-II

REGULAR AND/OR GENERAL BOARD OF DIRECTORS

Upon the first Board of Directors appointment, these are the responsibilities of each.

The President shall have the following responsibilities.

- Shall preside at all membership meetings
- Shall by virtue of his office be Chairman of the Board of Directors
- Shall present at each annual meeting of the organization an annual report of work of the organization
- Shall appoint all committees, temporary or permanent
- Shall see all books, reports and certificates required by law are properly kept or filed

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- Shall be one of the officers who may sign the checks or drafts of the organization
- Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall have the following responsibilities.

- Keep the minutes and records of the organization in appropriate books
- It shall be their duty to file any certificate required by any statute, federal or state
- Shall give and serve all notices to members of this organization
- Shall be the official custodian of the records and seal of this organization
- May be one of the officers required to sign the checks and drafts of the organization
- Shall present to the membership at any meetings any communication addressed to him as Secretary of the organization

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- Shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization
- Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary

The Treasurer shall have the following responsibilities.

- The care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization
- Shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 150,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state
- Must be one of the officers who shall sign checks or drafts of the organization
- No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it

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- Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting
- Shall exercise all duties incident to the office of Treasurer
- Officers shall by virtue of their office be members of the Board of Directors
- No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer

ARTICLE IX SALARIES

The Executive Board Members shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. These initial founding rights and decisions shall be at the sole discretion of the Founders, Chairman, Co Founders and Co-Chairman.

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ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be. Determined during the first year

ARTICLE XI

DUES

The dues of this organization shall be \$1,000.00 per quarter and shall be payable on the beginning of the fiscal year upon the setting of the first official Board of Directors meeting.

ARTICLE XII

AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3% percent of the members. All members were present and amendments passed with sufficient votes

Adopted this 15th Day of October, 2015

Delia R Kennedy, Director, Trustee of the Corporation

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October 15, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

October 15, 2015

Effective date if applicable: _____
(no more than 90 days after amendment file date)

15 OCT 29 PM 2: 01

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

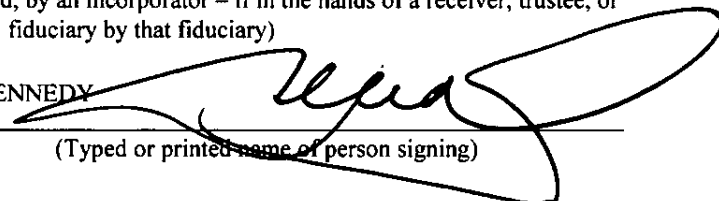
- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10 14 2015 _____

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)

DELIA ROSA KENNEDY



(Typed or printed name of person signing)

DIRECTOR TRUSTEE

(Title of person signing)