

N 15000010993

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FOX ROTHSCHILD LLP
Account Number : 120130000024
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Email Address: vlagana@foxrothschild.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MY PATH FOUNDATION INC

Certificate of Status	0
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S. TALLENT
MAR 27 2017

Amended & Restated Articles

850-8-638

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March 7, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MY PATH FOUNDATION INC
10200 NW 25 STREET
A105
DORAL, FL 33172

SUBJECT: MY PATH FOUNDATION INC
REF: N15000010993

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Fallent,
Regulatory Specialist II

FAX Aud. #: H17000060939
Letter Number: 417A00004365

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FAX AUDIT #H17000060939 3

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MY PATH FOUNDATION INC

DOCUMENT NUMBER: N1500010993

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

Please return all correspondence concerning this matter to the following:

VANESSA LAGANA
(Name of Contact Person)

FOX ROTHSCHILD LLP
(Firm/ Company)

2 S. BISCAYNE BLVD., SUITE 2750
(Address)

MIAMI, FLORIDA 33131
(City/ State and Zip Code)

vlagana@foxrothschild.com
E-mail address: (to be used for future annual report notification) ✓

For further information concerning this matter, please call:

VANESSA LAGANA at 305 442-6544
(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

Return filed document to:
Claudia Reif
747 Constitution Drive
Suite 100
Exton, PA 19341

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MY PATH FOUNDATION, INC.

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ARTICLE 1. The name of the Corporation is My Path Foundation, Inc. (the "Corporation").

ARTICLE 2. The initial registered agent of the Corporation is Guillermo Palomo. The address of the initial registered office and initial principal place of business of the Corporation in the State of Florida is c/o Guillermo Palomo, 10200 NW 25 Street, Suite A105, Doral, Florida, 33172.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including but not limited to, providing educational opportunities to economically underprivileged children in the United States and abroad and making distributions for charitable purposes.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

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E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation shall have no members.

ARTICLE 7. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

ARTICLE 8. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation, any other private person, or any enterprise organized for profit.

ARTICLE 9. The name and post office address of the incorporator of the Corporation is as set forth in the original Articles of Incorporation filed with the Florida Secretary of State on November 12, 2015.

ARTICLE 10. The restatement was adopted by the Corporation's Board of Directors. Subject to ARTICLE 6., the Corporation does not have members therefore, members approval of the restatement is not applicable.


[signature page follows]

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IN WITNESS WHEREOF, the President of the Corporation has signed these Amended
and Restated Articles of Incorporation this 1st day of March, 2017.

My Path Foundation, Inc.

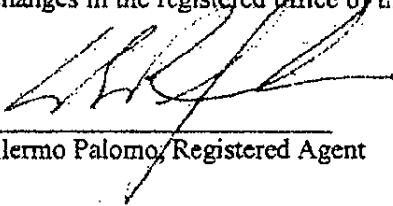
By:  _____
Raul J. Valdes-Pauli, President

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747 Constitution Drive
Suite 100
Exton, PA 19341

REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

I, Guillermo Palomo, hereby accept the appointment of registered agent in the State of Florida for My Path Foundation, Inc. (the "Corporation") ("Registered Agent"). I understand that, as Registered Agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation and to immediately notify the Florida Department of State of any changes in the registered office of the Corporation or of my resignation.

By: 
Guillermo Palomo, Registered Agent