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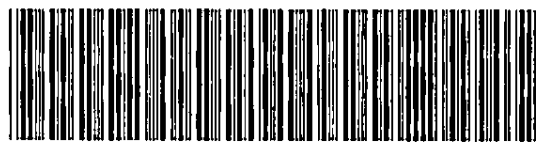
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TALLAHASSEE, FLORIDA

Amended
Restated

NOV 13 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Live Healthy Little Havana, Inc.

DOCUMENT NUMBER: N18000005947

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

Please return all correspondence concerning this matter to the following:

Martin Pinilla
Name of Contact Person
Live Healthy Little Havana, Inc.
Firm/ Company
1637 SW 8th Street
Address
Miami, Florida 33135
City/ State and Zip Code

rfern007@fhu.edu
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin Pinilla at (305) 793-8696
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:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIVE HEALTHY LITTLE HAVANA, INC.

Pursuant to the provisions of Chapter 617.0202, Florida Statutes, the undersigned Florida not for profit corporation, **Live Healthy Little Havana, Inc.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

WHEREAS, the Corporation's original Articles of Incorporation were filed with the Secretary of the State of Florida on May 21, 2018, Document No. N18000005947; and

WHEREAS, these Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, were adopted by all of the Directors of the Corporation at a meeting with a quorum present which was held on October 26, 2018. As the Corporation does not have Members, no Member vote was required to effect this Amendment. To effect the foregoing, the Corporation's Articles of Incorporation is hereby amended and restate in its entirety as set forth below:

Article I
CORPORATION NAME

The name of the Corporation is Live Healthy Little Havana, Inc.

Article II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is: 1637 SW 8th St, Miami, FL, 33135.

Article III
MAILING ADDRESS

The mailing address of the Corporation is: 1637 SW 8th St, Miami, FL, 33135.

Article IV
REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Martin Pinilla
1637 SW 8th Street
Miami, FL, 33135

Article V
DURATION AND MEMBERSHIP

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The Corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be regulated by the Corporation's bylaws.

Article VI
BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of Directors shall be stated in the Corporation's bylaws. The names of the initial Directors of the Corporation are hereby incorporated by reference.

Article VII
INCORPORATOR

The name of the Incorporator at the time of the Corporation's original incorporation are included within the original incorporation documents of the Corporation, which such name is hereby incorporated by reference.

Article VIII
CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. The mission of the Corporation is to promote healthy living among the residents of the Little Havana neighborhood in Miami, Florida. The Corporation will advocate and support the development of a thriving and healthy Little Havana. The focus will be on the social determinants of health with an emphasis on physical activity and the built environment, wellness, behavioral health, and education; and, in general, to exercise any and all powers which a not for profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental

bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Article IX
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually performed in carrying out, and to make payments and distributions in furtherance of, the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation 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.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed

by decree of a court of competent jurisdiction of the county in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article X
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Article XI
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

Article XII
AMENDMENT

These Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's bylaws.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of **Live Healthy Little Havana, Inc.** on this 26th day of October 2018.

Raissa Fernandez

Signature

x Name: RAISSA Fernandez

x Title: Board of Directors Chair / officer

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **Live Healthy Little Havana, Inc.**, a Florida not for Profit Corporation.

[Signature]
Required Signature of Registered Agent

Date: 10/26/18

STATE of FLORIDA

COUNTY of MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of October 2018 by Raissa Fernandez as Board Chair of Live Healthy Little Havana, Inc., a Florida non-profit corporation () who is personally known to me, or () who has produced DL PASS 20-77-068 identification.

Eliany Bayona
Signature of Notary Public

Notary Stamp/Seal

