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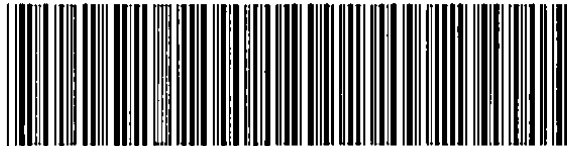
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Familias Presentes: Estudiantes Excelentes, Inc.

DOCUMENT NUMBER: N20000003690

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

Please return all correspondence concerning this matter to the following:

Denay Brown, Esq.
(Name of Contact Person)

Messer Caparello, PA
(Firm/ Company)

2618 Centennial Place
(Address)

Tallahassee, Florida 32308
(City/ State and Zip Code)

dbrown@lawfla.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denay Brown at 850 425-5209
(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILIAS PRESENTES: ESTUDIANTES EXCELENTES, INC.**

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TALLAHASSEE, FL
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A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I – NAME

The name of the not-for-profit corporation ("Corporation") under Chapter 617, Florida Statutes, shall be: Familias Presentes: Estudiantes Excelentes, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is: 9869 Bennington Chase Drive, Orlando, Florida 32829. The Corporation may, as it deems appropriate, move its principal office to another location.

ARTICLE III - DURATION

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida until such time as it is dissolved according to law. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, shall engage in all activities properly related to the foregoing, and shall be operated in accordance with the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and any subsequent federal tax law (the "Code"). The Corporation shall not engage, directly or indirectly, in any activity that would prevent it from qualifying, and continuing to qualify, under § 501(c)(3) of the Code or that would be prohibited by the Florida Not For Profit Corporation Act (the "Act"). Without limiting the

generality of the foregoing, the purposes of the Corporation shall include:

- A. Educate and empower Central Florida Latino families on education-related issues to ensure that every K-12 student has access to opportunities for educational advancement.
- B. Facilitate communication of education-related issues, developments, challenges, and successes to Central Florida Latino families.
- C. Inform Central Florida Latino families of public policy issues of importance and of the views of public officials and others participating in public affairs on the issues.
- D. Implement such programs to make the public aware of public policy issues of importance impacting or potentially impacting Central Florida Latino families.
- E. Facilitate communication of issues, developments, and challenges facing Central Florida Latino families with the goal of improving the delivery of educational services to Central Florida Latino families.
- F. Do other acts necessary and appropriate to accomplish these purposes, including, but not limited to, soliciting and receiving contributions, purchasing, owning and selling real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
- G. Engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code, and which are consistent with those powers described in the Florida Not for Profit Corporation Act, as amended, which powers are included herein by reference.

At no time shall the Corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

ARTICLE V – STOCK

The Corporation shall have no authority to issue capital stock and shall have no members.

ARTICLE VI – DEDICATION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation 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 Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. All revenues received from the conduct of Corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the Corporation and not for the direct benefit of the members of this Corporation, either individually or collectively. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not to be permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in section 4941 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII – ELECTION OF DIRECTORS

The directors of the Corporation shall be elected as provided in the bylaws of the Corporation.

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ARTICLE VIII – INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

Johanna Lopez
9869 Bennington Chase Drive
Orlando, Florida 32829

Samuel Vilchez Santiago
8933 Fort Jefferson Boulevard
Orlando, Florida 32822

Diana E. Joaquin
2506 Rio Pinar Lakes
Orlando, Florida 32822

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TALLAHASSEE, FLORIDA

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or

officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

E. The indemnification contained in this Article X shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall initially be three (3); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors.

The board of directors shall consist of such persons as may be chosen from time to time by a majority of the board of directors. Each director shall serve until his successor is named by the board of directors.

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TALLAHASSEE, FL

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B. Corporate Officers: The board of directors shall be entitled to elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XI – DISTRIBUTION OF ASSETS

In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such individuals as determined by the directors for the purposes set forth in Article IV hereof. In no event shall any of such assets or property be distributed to any officer or director of the Corporation or to any private individual.

ARTICLE XII – FINANCIAL INFORMATION

Except to the extent required by law, the Corporation shall not be required to prepare, provide, or file a balance sheet or a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the directors each year hereafter unless a resolution to the contrary has been adopted by the directors.

ARTICLE XIII – AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors as provided for by law.

ARTICLE XIV – REGISTERED AGENT

The name and street address of the registered agent is Johanna Lopez, 9869 Bennington Chase Drive, Orlando, Florida 32829.

ARTICLE XV – INCORPORATOR

The name and street address of the incorporator is Johanna Lopez, 9869 Bennington Chase Drive, Orlando, Florida 32829.

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CORPORATE
SECRETARY

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Johanna Lopez
Signature of Registered Agent

April 12, 2021
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.

Johanna Lopez
Signature of Incorporator

April 12, 2021
Date

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TALLAHASSEE, FL

CERTIFICATE OF ADOPTION FOR
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILIAS PRESENTES: ESTUDIANTES EXCELENTES, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

I hereby certify that there are no members or members entitled to vote on the amendments. The amendment was adopted by the board of directors, effective April 12, 2021.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.



Johanna Lopez, President

April 12, 2021
Date

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TALLAHASSEE, FL