

N 99000007061

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PIES DESCALZOS INTERNATIONAL  
(Corporation Name) (Document #)

2. FOUNDATION CORP.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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A med.  
S. PAYNE MAR 16 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 14, 2000

LAZARUS

TALLAHASSEE, FL

SUBJECT: PIES DESCALZOS INTERNATIONAL FOUNDATION CORP.  
Ref. Number: N99000007061

We have received your document for PIES DESCALZOS INTERNATIONAL FOUNDATION CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have used the signature and adoption page of a profit corporation. This is a non-profit corporation, therefore, you must use the correct corporation amendment form, which would include the correct manner of adoption and date of adoption.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 500A00013975

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PIES  
DESCALZOS INTERNATIONAL FOUNDATION CORP.

AMENDMENT OF THE ARTICLES OF INCORPORATION OF PIES DESCALZOS  
INTERNATIONAL FOUNDATION CORP., FILED ON DECEMBER 2, 1999 AND  
GIVEN DOCUMENT NO. N99000007061 AS FOLLOWS:

ARTICLE VIII

PURPOSE

ARTICLE VIII IS HEREBY ADDED TO READ THE FOLLOWING:

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

- A- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 purpose set forth in Article IV hereof.
- B- No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or in opposition to any candidate for public office.
- C- Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- D- Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

*Pies Descalzos International Foundation Corporation*  
2286 NW 36 Street  
Miami, FL 33142

**ARTICLE IV MANNER OF ELECTION OF OFFICERS**

Article IV is hereby being amended to state the manner of Management of Corporation Affairs as follows:

- A- Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of no less than six (6) of which four (4) may be unrelated. The number of Directors of the corporation shall be provided, however, that such number may be changed by a by-law duly adopted by the members.
- B- The Directors named herein as the Board of Directors shall hold office until the next meeting of members at which time an election of Directors shall be held.
- C- Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 2286 NW 36 Street, Miami, FL on June 15th of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.
- D- Any action required or permitted to be taken by one Director under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.
- E- Any certificate or other document filed under any provision of the law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorized the Directors to act accordingly. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Reverend Sonia L. Becerra Chairman	15445 SW 57 Street Miami, FL 33193
Reverend Humberto Becerra First Director	15445 SW 57 Street Miami, FL 33193
Gloria Shelbourne Second Director	8775 Park Blvd #119 Miami, FL
Gloria Ruiz Third Director	5700 SW 127 Ave Apt. 1311 Miami, FL 33183

*Pies Descalzos International Foundation Corporation*  
2286 NW 36 Street  
Miami, FL 33142

Reverend Carlos Romero  
Fourth Director

1001 SW 18th Ave  
Miami, FL 33135

Reverend Larry Hickey  
Fifth Director

P.O. Box 1438  
Swainsboro, GA 30401

Eugenia Rojas  
Sixth Director

13535 SW 62 Street  
Miami, FL 33183

F- Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer and such other officers as the By-Laws of this corporation may authorize the Directors to elect at the annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

<u>NAME</u>	<u>ADDRESS</u>
Rev. Sonia Becerra <i>President</i>	15445 SW 57 St., Miami, FL 33193
Rev. Humberto Becerra <i>Vice-President</i>	15445 SW 57 St Miami, FL 33193
Rafael Santana <i>Treasurer</i>	6715 SW 136 Ct Miami, FL 33183
Abel E. Cepeda <i>Secretary</i>	2655 Collins Ave 3407 Mirasol Towers Miami Beach, FL

The foregoing instrument was acknowledged before me, this 16th day of February, 2000 by Reverend Sonia Becerra who has produced the following identification: FL Drivers License and did take an oath.

SEAL

NOTARY PUBLIC, State of Florida  
Print Name \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires:

ARTICLE IX  
DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 c (3) of the Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**SECOND:** The date of adoption of amendment (s) was March 7, 2000

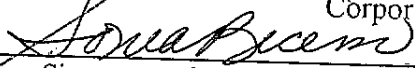
**THIRD:** Adoption of Amendment (check one)

The amendment (s) was (were) adopted by the members and the number  
Of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment.  
The amendment (s) was (were) adopted by the board of directors.

PES DESCALZOS INTERNATIONAL FOUNDATION CORP.

Corporation Name



Signature of chairman, Vice chairman, President or officer

Sonia L. Becerra

Typed or printed name

Chairman/Vice president

March 14, 2000

Title

Date