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*Amend*

C.COULLIETTE

APR 27 2011

EXAMINER

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: MIRASOL CHARITABLE FOUNDATION, INC.

DOCUMENT NUMBER: 736813

The enclosed *Articles of* <sup>RESTATEMENT</sup> ~~Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

VALEEE HUWE

(Name of Contact Person)

AGENT for Mirasol Charitable Foundation

(Firm/ Company)

11600 Mirasol Way

(Address)

Palm Beach Gardens, FL 33418

(City/ State and Zip Code)

VHUWE@mirasolcc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

VALEEE HUWE

(Name of Contact Person)

at (561) 776-4949 ext. 112

(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 &  
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☐ \$52.50 Filing Fee  
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Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

ATTN K. GIBSON

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Mirasol Charitable Foundation, Inc.

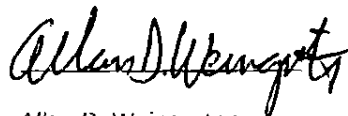
Director Consent

The undersigned, being all of the directors of the Mirasol Charitable Foundation, Inc. [Foundation], consent to the following corporate action without a meeting.

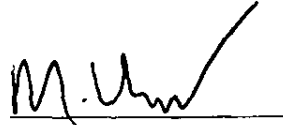
1. The adoption of the Articles of Restatement to the Articles of Incorporation of the Foundation and its filing with the Florida department of State.
2. The adoption of new Foundation bylaws

A copy of the Articles of Restatement and the new bylaws accompany this consent.

Date DECEMBER 30, 2010



Allan D. Weingarten



Matt Lambert



Merrill E. Eastman

**ARTICLES OF RESTATEMENT TO ARTICLES OF INCORPORATION  
OF**

**MIRASOL CHARITABLE FOUNDATION, INC.**

Document Number 736813

Pursuant to the provisions of Section 617.1007, of the Florida Not For Profit Corporation Act, this Florida Not For Profit corporation adopts the following Articles of Restatement for its Articles of Incorporation:

The name of the corporation is Mirasol Charitable Foundation, Inc. The text of the restatement of the Articles of Incorporation is as follows

**ARTICLE I  
NAME**

The name of the corporation shall be Mirasol Charitable Foundation, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

Its principal office shall be at 11600 Mirasol Way, Palm Beach Gardens, Florida 33418.

**ARTICLE III  
PURPOSE**

The purpose for which this corporation is organized is, exclusively for charitable purposes, to receive and administer funds and to make distributions to individuals in need and to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, that are located in Palm Beach County and surrounding counties.

**ARTICLE IV  
MANNER OF ELECTION OF DIRECTORS**

The Corporation shall not have members and the directors of the corporation shall have sole voting power.

**ARTICLE V  
REGISTERED AGENT**

The name and address of the registered agent shall be Valeree Huwe, 11600 Mirasol Way, Palm Beach Gardens, Florida 33418.

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**ARTICLE VI**  
**LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other 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 of this corporation. 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. 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 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.

**ARTICLE VII**  
**DISTRIBUTIONS**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 purpose or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

The Articles of Restatement are duly adopted by the directors of the corporation on December 30, 2010. There are no members of the corporation entitled to vote upon the adoption.

Date DECEMBER 30, 2010

Signature 

Printed Name MERRILL E. ERSTMAN

Title DIRECTOR