

FD0000002072

Florida Department of State
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MEXICANS & AMERICANS THINKING TOGETHER-FOUNDATION, I

Certificate of Status	0
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*RS 6/30/04
Amend*

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**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F06000002072

(Document Number of Corporation (if known))

- 1. Mexicans & Americans Thinking Together-Foundation, Inc.
(Name of corporation as it appears on the records of the Department of State)
- 2. Delaware (Incorporated under laws of)
- 3. March 27, 2006 (Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

_____ (New duration) _____ (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

_____ (New jurisdiction) _____ (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

The purpose of the corporation is to conduct activities that are exclusively charitable, scientific, literary, religious, cultural or educational within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

[Signature]
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Andres Gonzalez

(Typed or printed name of the person signing)

President

(Title of person signing)

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Delaware

PAGE 1

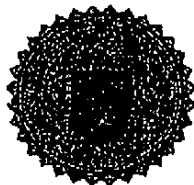
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MEXICANS & AMERICANS THINKING TOGETHER-FOUNDATION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTH DAY OF MAY, A.D. 2006, AT 10:57 O'CLOCK A.M.

4095610 8100X
060603704



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4849381

DATE: 06-22-06

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:57 AM 05/05/2006
FILED 10:57 AM 05/05/2006
SRV 060423052 - 4095610 FILE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

MEXICANS & AMERICANS THINKING TOGETHER-FOUNDATION, INC.

MEXICANS & AMERICANS THINKING TOGETHER-FOUNDATION, INC.,
a corporation organized and existing under the General Corporation Law of the State of
Delaware (the "DGCL"), does hereby certify that:

1. The name of the Corporation is **Mexicans & Americans Thinking Together-Foundation, Inc**. The Corporation was originally incorporated under the name **Mexicans and Americans Thinking Together-Foundation, Inc.**, and its original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 18, 2006. The original Certificate of Incorporation was corrected on January 27, 2006.
2. Pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.
3. This Amended and Restated Certificate of Incorporation was duly adopted by the written consent of the Sole Director of the Corporation on May 4, 2006, in accordance with the applicable provisions of Sections 228, 242 and 245 of the DGCL.
3. The Corporation has conducted no business as of the date hereof.
4. The Certificate of Incorporation of the Corporation is hereby amended and restated as follows:

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Section 1. Name The name of the corporation is Mexicans & Americans Thinking Together-Foundation, Inc. (the "Corporation")

Section 2. Registered Office and Agent The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808 The name of its registered agent at such address is Corporation Service Company.

Section 3. Purpose The Corporation is formed for the promotion of social welfare to conduct activities that are exclusively charitable, educational or recreational within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code") The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(4) of the Code In connection with these purposes, the Corporation shall engage in any lawful act or activity for which a non-stock, non-profit corporation may be organized under the General Corporation Law of the State of Delaware The Corporation is a non-stock, non-profit corporation

Section 4. Powers To facilitate the attainment of its goals, the Corporation shall have, but shall not in any way be limited to, the following powers:

(a) To solicit, collect, accept, hold, invest and administer contributions, gifts, bequests, devises, benefits of trusts (but not to act within the State of Delaware as trustee of any trust) and property of any and every kind whatsoever without limitation as to amount or value, and to use, disperse or donate the income or principal thereof in furtherance of the purposes of the Corporation

(b) To give, convey, assign or otherwise transfer any of its property outright, or upon lawful terms regarding the use thereof, to other organizations as specified herein, provided that no such gift, conveyance, assignment or transfer shall be made to any organization organized or operated for profit, and no such gift, conveyance, assignment or transfer shall be such as would disqualify the Corporation for exemption from Federal income taxation under Section 501(c)(4) of the Code.

(c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its directors and any committees appointed by the Board of Directors, to have one or more officers and to keep its books in any part of the world

(d) Alone, or in cooperation with or through other organizations or persons, to do any and all lawful acts and things that may be necessary, useful, suitable or proper, for the furtherance, accomplishment or attainment of the purposes of the Corporation

(e) Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any activity, exercise any power or do any act that a corporation formed under the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, may not at the time lawfully carry on or do

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Section 5. Conduct The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual, nor shall any of such net earnings or any of the profits or assets of the Corporation be used other than for the purposes of the Corporation; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, and to make payments and distributions, in furtherance of the purposes set forth in Section 3 hereof.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under Section 501(c)(4) of the Code, or the corresponding section of any future federal tax code.

Section 6. Liquidation In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the property or other net assets of the Corporation, or any net proceeds thereof, shall be distributed to such non-profit organizations which shall have received notice of recognition of exemption from Federal income taxation under Section 501(c)(4) of the Code, as the directors shall determine; and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the State of Delaware for 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, that are organized and operated exclusively for such purposes.

Section 7. Stock and Membership The Corporation shall have no authority to issue capital stock. The conditions of membership in the Corporation, the rights and obligations of its members and the classification of members, if any, shall be as provided in the bylaws.

Section 8. Management of Corporation The Corporation shall be managed by its Board of Directors, the initial member(s) of which shall be appointed by the Incorporator to serve until the election of his, her or their successor(s) as provided in the bylaws of the Corporation.

Section 9. Bylaws The Board of Directors may make, alter or repeal the bylaws of the Corporation, subject only to such limitations, if any, as may from time to time be imposed by the bylaws.

Section 10. Election of Directors The election of directors need not be by written ballot, except as may otherwise be provided in the bylaws.

Section 11. Indemnification of Directors, Officers and Others To the fullest extent permitted by the General Corporation Law of the State of Delaware (the "DGCL") and Section 53-4941(d)-2(f)(3) of the United States Treasury Regulations (the "Regulations"), the Corporation shall to the maximum extent permitted by the DGCL indemnify any person who is or was a director or officer of the Corporation and advance the cost of defense, and may from time to time indemnify any person who is or was an employee or agent of the Corporation or is

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or was serving at the request of the Corporation, and any other person whom it shall have power to indemnify, from and against any and all expenses, liabilities or other matters, all as more fully provided for in the bylaws.

Section 12. Limitation of Liability of Directors To the fullest extent permitted by the DGCL and Section 53-4941(d)-2(f)(3) of the Regulations, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director

Section 13. Amendments The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner provided by law, and all rights conferred herein on directors and officers are subject to this reserved power; except that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the person affected) any limitation on the personal liability of such person, shall apply prospectively only and shall not be given retroactive effect.

Section 14. General As used herein, references to the DGCL refer to such law as in effect as of the date hereof and as amended from time to time, or corresponding provisions of subsequent laws, and references to "law" or "laws" refer to such laws as in effect as of the date hereof and as hereafter amended.

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on this 4th day of May, 2006

By: /s/ Andres Gonzalez
Name: Andres Gonzalez
Title: President

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