

N03000001722

SECRETARY
DIVISION OF
03 APR -4 PM 3:05

(Requestor's Name)

(Address)

DANIEL R. SANTOS
14358 SW 98 Terr.
Miami, FL 33186-8815

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Amend.

V SHEPARD APR 4 2003



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 12, 2003

DANIEL R. SANTOS
14358 SW 98 TERR.
MIAMI, FL 33186-8815

SUBJECT: ICARE4KIDS, INC.
Ref. Number: N03000001722

We have received your document for ICARE4KIDS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles must state the manner in which the directors are elected.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 403A00015573

Rec'd 3/31

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

iCare4Kids, Inc.

(present name)

N03000001722

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

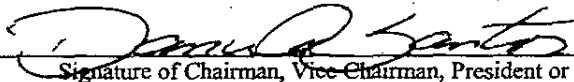
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The attached Amended Articles of Incorporation shall take the place of the original Articles of Incorporation.

SECOND: The date of adoption of the amendment(s) was: March 1, 2003

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.



Signature of Chairman, Vice Chairman, President or other officer

Daniel R. Santos

Typed or printed name

Chairman and CEO

Title

March 1, 2003

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO
03 APR -4 PM 3: 05



**AMMENDED ARTICLES OF INCORPORATION OF
iCare4Kids, Inc.**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity pursuant to chapter 617.0202, F.S., adopts the following articles of incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be: iCare4Kids, Inc.

**ARTICLE II
PRINCIPLE PLACE OF BUSINESS**

The corporation's registered office is located at:

14358 SW 98 Terrace
Miami, Florida 33186

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall develop programs making use of Technology to further improve the quality of life for children. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and



3. 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 federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V BOARD COMPOSITION AND ELECTION

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council's Chief Executive Officer and committees. The Board shall have up to twenty-one and no fewer than three members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least semi-annually, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 5: Quorum. A quorum must be attended by at least two-thirds of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7: Officers and Duties. There shall be five officers of the Board consisting of a Chair, a first Vice-Chair, a second Vice-Chair, Secretary, and Treasurer. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.



The 1st and 2nd Vice-Chairs will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, 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 members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Registered Agent

The initial Registered Agent of this corporation is Daniel R. Santos, and the address of its initial registered office is: 14358 SW 98 Ter, Miami, Florida 33186.

The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated

Daniel R. Santos CHAIRMAN + CEO 3/25/03 signature date