

N04000004642

(Requestor's Name)

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(City/State/Zip/Phone #)

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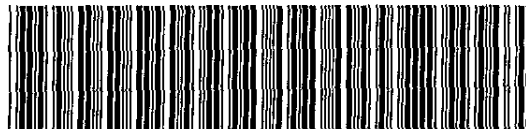
(Business Entity Name)

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05 AUG 26 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated / NC  
CRS  
8/31

# The Valladares Foundation

*Freedom, Justice and Hope for Children*

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April 22, 2005

**VIA CERTIFIED MAIL #70020860000537729611**

**RETURN RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Re: Restated Articles of Incorporation of Valladares Foundation, Inc. (Florida domestic not-for-profit)

Dear Sir or Madam:

Enclosed are duplicate originals of the Restated Articles of Incorporation of Valladares Foundation, Inc., a Florida not-for-profit corporation. Please note that the new name of the corporation is restated as The Valladares Foundation, Inc.

Also enclosed is payment of \$35.00 to file the Restated Articles of Incorporation. Please date stamp the duplicate original set of Articles of Amendment and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Armando Valladares  
Director

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 16, 2005

The Valladares Foundation  
782 S.W. 42nd Ave. #636  
Miami, FL 33126

SUBJECT: VALLADARES FOUNDATION INC.  
Ref. Number: N04000004642

*sent P. filed  
sampled  
copy*

*MIRIAM*

*305-398-3490*

We have received your document for VALLADARES FOUNDATION INC. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

The fee to file Restated Articles of Incorporation or Amended and Restated  
Articles of Incorporation is \$35. Certified copies are optional and are \$8.75 for the  
first 8 pages of the document and \$1 for each additional page, not to exceed  
\$52.50.

Please also add in your certificate that member approval was not required if that  
is the case.

Please return a copy of this letter along with your document to ensure proper  
handling.

If you have any questions concerning this matter, please either respond in writing  
or call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 005A00041562



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 18, 2005

ARMANDO VALLADARES  
THE VALLADARES FOUNDATION  
782 NW 42 AVENUE, SUITE 636  
MIAMI, FL 33126

SUBJECT: VALLADARES FOUNDATION INC.  
Ref. Number: N04000004642

We have received your document for VALLADARES FOUNDATION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6880.

Karen Gibson  
Document Specialist

Letter Number: 305A00035705

# The Valladares Foundation

*Freedom, Justice and Hope for Children*

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Wednesday, August 24, 2005

Attn: Ms. Karen Gibson

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Re: Restated Articles of Incorporation of Valladares Foundation, Inc. (Florida domestic not-for-profit)

Dear Ms. Gibson:

Enclosed are triplicate originals of the Restated Articles of Incorporation of Valladares Foundation, Inc., a Florida not-for-profit corporation. Please note that the new name of the corporation is restated as The Valladares Foundation, Inc.

Also enclosed is payment of \$35.00 to file the Restated Articles of Incorporation to replace the check already in your files. Please date stamp the triplicate original set of Articles of Amendment and return via Fed Ex, along with the out-dated check, using the mailing slip provided.

Thank you for your assistance in this matter.

Very truly yours,

  
Miriam Grissett  
Director

Enclosures

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VALLADARES FOUNDATION, INC.**

**FILED**  
05 AUG 26 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is The Valladares Foundation, Inc. (the "Corporation").

**ARTICLE II. EXEMPT STATUS**

The Corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its members, directors, advisors, or officers, 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 for which it is organized and to the extent permitted under the Florida Not For Profit Corporation Act (the "Act"). No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Article II, 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 (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

All references in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III. PURPOSE**

The Corporation is a not-for-profit corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Code to be a public charity which promotes the advancement of children's rights with emphasis on child protection efforts, and any and all related public and charitable purposes; and, to take and hold, by bequest, devise, gift, grant purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the

Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any laws applicable thereto. The corporation is further organized for the purpose of performing all acts and doing all things deemed necessary or desirable to further such purposes, and for the purpose of engaging in any lawful act or activity and may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Act, or any successor provisions thereto.

#### ARTICLE IV. DURATION

The Corporation shall have perpetual existence, which shall commence upon issuance of its corporate charter.

#### ARTICLE V. PRINCIPAL OFFICE

The principal office of the Corporation is 782 NW 42<sup>nd</sup> Avenue, Suite 636, Miami, Florida 33126.

#### ARTICLE VI. MEMBERS

The qualifications for membership and the manner of admission of members, if any, shall be set forth in the By-laws of the Corporation.

#### ARTICLE VII. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent of the Corporation is Armando Valladares and the address of the registered agent is 782 NW 42<sup>nd</sup> Avenue, Suite 636, Miami, Florida 33126.

#### ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall initially consist of a minimum of three (3) directors who shall be elected in the manner provided for in the By-laws of the Corporation. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors.

#### ARTICLE IX. INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor, 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. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and

necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501(c)(3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

## ARTICLE X. INDEMNIFICATION

Section 1. Right to Indemnification. Each person (including her and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs, and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article X in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of the other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).



Section 3. Savings Clause. If this Article X or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor, officer, and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

#### ARTICLE XI INCORPORATOR

The name and address of the Incorporator is Armando Valladares, 782 NW 42<sup>nd</sup> Avenue, Suite 636, Miami, Florida 33126.

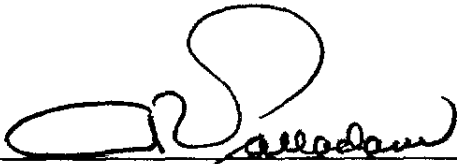
#### ARTICLE XII. BY-LAWS

The By-laws of the Corporation shall be initially made and adopted by the initial Board of Directors of the Corporation and thereafter approved by the membership in accordance with or as may be otherwise provided in the By-laws. Amendments to the By-laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to all members with a call to the meeting in accordance with the applicable notice provisions contained in the By-laws.

#### ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the applicable provisions of the By-laws of the Corporation, and every amendment shall be approved by a majority vote of the directors entitled to vote on an amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation on this 18<sup>th</sup> day of April, 2005.

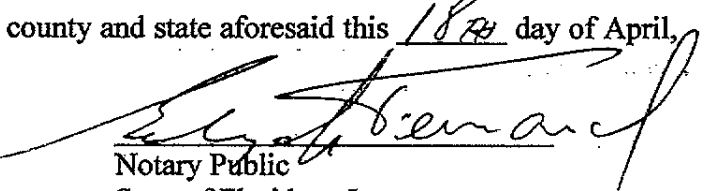
  
Armando Valladares  
Incorporator

STATE OF FLORIDA           )  
  SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Armando Valladares who is either ( X ) personally known to me or (           ) who produced his \_\_\_\_\_ as photographic evidence that he is the person described herein who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 18th day of April, 2005.



  
Notary Public  
State of Florida at Large

ELOY A. FERNANDEZ  
Printed Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON  
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

The Valladares Foundation, Inc. elects to organize under the laws of the state of Florida with its principal office located at 782 NW 42<sup>nd</sup> Avenue, Suite 636, Miami, Florida 33126, and has named Armando Valladares, having an address at 782 NW 42<sup>nd</sup> Avenue, Suite 636, Miami, Florida 33126, as its agent to accept service of process within the state of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for The Valladares Foundation, Inc. at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

April \_\_\_\_, 2005

  
Armando Valladares  
Registered Agent

## **The Valladares Foundation, Inc.**

### **Officer's Certificate**

I, Miriam Grissett, the duly elected and current President of the Valladares Foundation, Inc., a Florida non-profit corporation (the "Corporation" do hereby certify that:

1. The Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation in accordance with F.S. 617.1007(3)(a) and pursuant to the following resolutions duly adopted by the Board of Directors of the Corporation by written consent in lieu of a special meeting on April 18, 2005, and such resolutions have not been amended, modified or revoked and remain in full force and effect on the date hereof:

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation's Articles of Incorporation are to be restated in the form attached hereto as Exhibit A and made a part hereof by reference; and it is

**FURTHER RESOLVED**, that Restated Articles of Incorporation of the Corporation shall be filed with the Florida Secretary of State, Division of Corporations; and it is

**FURTHER RESOLVED**, that each of the undersigned directors of the Corporation be, and each of them hereby are, authorized, empowered and directed to execute the Restated Articles of Incorporation, and to take any and all further actions necessary to effect said amendment to the Corporation's name; and it is

**FURTHER RESOLVED**, that the actions contained herein shall be effective as of the 18<sup>th</sup> day of April, 2005.

2. Attached hereto as Exhibit A is a true and correct copy of the Restated Articles of Incorporation of the Corporation. There have been no amendments or changes in the Restated Articles of Incorporation of the Corporation since April 22, 2005, the date of execution.

IN WITNESS WHEREOF, I have signed this Officer's Certificate this 18<sup>th</sup> day of August, 2005.

  
Miriam M. Grissett

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF VALLADARES FOUNDATION, INC.**

The undersigned Board of Directors of VALLADARES FOUNDATION, INC., a non-profit corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), hereby agrees, consents to, adopts and orders the following resolutions by written consent in lieu of a special meeting pursuant to Section 607.617.0821 of the Florida Business Corporation Act as if such resolutions had been duly adopted at a special meeting of the Board of Directors duly called and legally held on April 18, 2005. No member approval is required.

**WHEREAS**, the undersigned Board of Directors of the Corporation hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given, and agrees to the transaction of business by written consent in lieu of such special meeting; and

**WHEREAS**, the Corporation's Board of Directors has recommended that the Corporation's Articles of Incorporation be restated to correct the Corporation's name and to provide for additional provisions regarding the Corporation's organization and management.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation's Articles of Incorporation are to be restated in the form attached hereto as Exhibit A and made a part hereof by reference; and it is

**FURTHER RESOLVED**, that Restated Articles of Incorporation of the Corporation shall be filed with the Florida Secretary of State, Division of Corporations; and it is

**FURTHER RESOLVED**, that each of the undersigned directors of the Corporation be, and each of them hereby are, authorized, empowered and directed to execute the Restated Articles of Incorporation, and to take any and all further actions necessary to effect said amendment to the Corporation's name; and it is

**FURTHER RESOLVED**, that the actions contained herein shall be effective as of the 18th day of April, 2005.

**IN WITNESS WHEREOF**, the Board of Directors of the Corporation has executed the foregoing Written Consent in Lieu of a Special Meeting for the purpose of giving its consent thereto this 18<sup>th</sup> day of April, 2005.

BOARD OF DIRECTORS:

By: 

Armando Valladares

By: 

Miriam Grissett Pena

By: 

Thor Halvorssen