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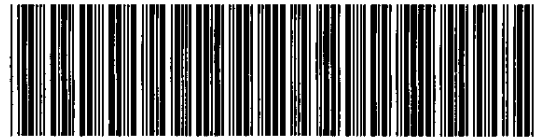
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R. WHITE

# ASIATICO & ASSOCIATES PLLC



September 9, 2016

Karin M. Signer, Legal Assistant  
direct | 214.217.5367  
karin@baalegal.com

**Via Priority Mail #9405 8036 9930 0306 3253 19**

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

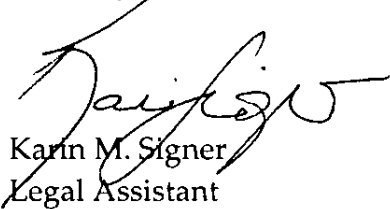
***Re: Restated and Amended Articles of Incorporation of MIRA USA, Inc.  
(A Florida Nonprofit Corporation) / Document No. N05000000770***

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the ***Restated and Amended Articles of Incorporation of MIRA USA, Inc.*** which we would appreciate you filing at your earliest convenience. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our \$43.75 check which we understand will cover your filing and certified copy fees.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Karin M. Signer  
Legal Assistant

Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
MIRA USA, INC.**

A Florida 501(c)(3) Nonprofit Corporation

Pursuant to the Florida Not For Profit Corporation Act (the "Act"), MIRA USA, INC. (the "corporation") adopts these restated and amended articles of incorporation, as approved by a majority vote of the board of directors on August 26, 2016, there being no members entitled to vote.

**ARTICLE 1  
NAME**

The name of the corporation is MIRA USA, Inc. The corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2  
PRINCIPAL OFFICE**

The address of the principal office of the corporation is 8333 West McNab Road, Suite 115, Tamarac, Florida 33321.

**ARTICLE 3  
NONPROFIT CORPORATION**

The corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 4  
PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the corporation's purposes also include the limited participation of the corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the corporation are:

- a. To generate effective and tangible solutions to the needs of the community by providing relief to the poor, distressed, and underprivileged.
- b. To lessen neighborhood tensions and burdens of government and eliminate and combat community deterioration by educating the community on different types of health services available from the government and other public and private institutions and providing mobile food programs.
- c. To bring awareness to a broad range of social and educational services, including government programs, seminars, and trainings on immigration and citizenship requirements and procedures and ways to better the community, to educate the community and enable individuals to become agents of their own solutions.
- d. To promote, encourage, and foster any other similar religious, charitable, and educational activities and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3).
- e. To collect and disburse any and all necessary funds for the maintenance of the corporation in the accomplishment of its purposes within the State of Florida and elsewhere.
- f. To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation.
- g. To exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of Florida and section 501(c)(3) without the necessity of authorization or approval of any individual or entity, except as provided in the restated and amended articles of incorporation and the corporation's bylaws and any amendments, restatements, or revisions thereto.
- h. To do any and all other lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance and accomplishment of the purposes of the corporation.

## **ARTICLE 5**

### **BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the corporation shall be vested in the board of directors. The qualifications, duties, terms, and other matters relating to the board of directors of the corporation shall be provided in the bylaws. The board of directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the corporation, as deemed appropriate from time to time.

The number of members on the board of directors shall not be less than three (3). The number of members on the board of directors may be increased or decreased, by amending these restated and amended articles of incorporation, or by amending the bylaws, either of which shall have the same force and effect. Members of the board of directors shall be natural persons, but need not be residents of Florida.

The names and street addresses of the members of the board of directors are:

1. Maria Clara Mur  
8333 West McNab Road, Suite 115  
Tamarac, FL 33321
2. Grace Cabrera  
8333 West McNab Road, Suite 115  
Tamarac, FL 33321
3. Lina Zapata  
8333 West McNab Road, Suite 115  
Tamarac, FL 33321
4. Ivan Mauricio Torovich  
8333 West McNab Road, Suite 115  
Tamarac, FL 33321
5. Jonathan Castaneda  
8333 West McNab Road, Suite 115  
Tamarac, FL 33321

All future members of the board of directors will be appointed in the manner prescribed in the bylaws.

#### **ARTICLE 6** **MEMBERS**

The corporation shall have no members with voting rights other than the members of the board of directors.

#### **ARTICLE 7** **POWERS**

Except as otherwise provided in these restated and amended articles of incorporation, and in order to carry out the above-stated purposes, the corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers.

**ARTICLE 8**  
**RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS**

The powers of the corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The corporation shall not pay dividends, other corporate income, or other benefits to its members of the board of directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the corporation) in furtherance of its purposes as set forth in these restated and amended articles of incorporation. The corporation shall have no power to take any action prohibited by the Act. The corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the corporation shall have no power to:
1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
  2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
  3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
  4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
  5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

6. Distribute its assets on dissolution other than for one or more exempt purposes.
  7. Permit any part of the net earnings of the corporation to inure to the benefit of any private shareholder or member of the corporation or any private individual.
  8. Carry on an unrelated trade or business except as a secondary purpose related to the corporation's primary exempt purposes.
  9. Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

## **ARTICLE 9**

### **DISSOLUTION**

Upon the dissolution of the corporation, the corporation shall, after paying or making provision for payment of all the liabilities of the corporation, distribute all the assets of the corporation to an organization designated by the board of directors of the corporation that is exempt from taxes under section 501(c)(3) of the Code, and within the meaning of the laws of the State of Florida, 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 over the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization, as determined by said court, which is organized and operated exclusively for such purposes.

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**ARTICLE 10**  
**LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 11**  
**CONSTRUCTION**

All references in these restated and amended articles of incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

**ARTICLE 12**  
**AMENDMENT**

These restated and amended articles of incorporation may not be amended in any way without the approval of a majority of the board of directors at any annual or regular meeting or a special meeting called for such purpose.

**ARTICLE 13**  
**REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of the corporation is Maria Clara Mur, whose location and municipal address is 8333 West McNab Road, Suite 115, Tamarac, Florida 33321, which is also the registered office address. The board of directors may change the registered agent and registered office at its discretion.

**ARTICLE 14**  
**INDEMNIFICATION**

Except as may be defined and limited by the bylaws, the corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, officer, attorney, CPA, accountant, consultant, or other person related to the corporation. The corporation may provide a trust fund, insurance, or other arrangement to satisfy this article.

**ARTICLE 15**  
**ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, and with the same force and effect as a unanimous vote of directors, if all



members of the board consent in writing to the action. Such consent may be given individually or collectively.

**ARTICLE 16**  
**EFFECTIVENESS OF FILING**

This document becomes effective when the document is filed by the Secretary of State of Florida.

**REGISTERED AGENT SIGNATURE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as its registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Maria Clara Muñoz

08-26-16  
\_\_\_\_\_  
Date

**CERTIFICATION**

I, the undersigned corporate secretary, hereby certify that the restated and amended articles of incorporation, as set forth above, were adopted at a meeting of the board of directors on 08-26-16, 2016. I further certify that there are no members of the corporation entitled to vote.

  
\_\_\_\_\_  
Viviana Quintero, Secretary