

FROM : LAZARUS
Division of Corporations

FAX NO. : 3052201440

June 23 2008 12:23PM P1

N05000000898

Florida Department of State
Division of Corporations
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FERNANDO ARAU FOUNDATION INC

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FAX NO. : 3052201440
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June 23, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BERNANDO ARAU FOUNDATION INC
1257 NW 62ND TERRA
ORAL, FL 33178

SUBJECT: FERNANDO ARAU FOUNDATION INC
EF: N05000000898

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re-fax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tracy Smith
Document Specialist

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**Articles of Amendment
to
Articles of Incorporation
of**

FERNANDO ARAU FOUNDATION, INC

(Name of corporation as currently filed with the Florida Dept. of State)

N05000000898

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

CORRECT: ARTICLE V: LIMITATION OF CORPORATE POWERS

SEE ATTACHED

ARTICLE VI: REGISTERED AGENT AND DISSOLUTION AND DISTRIBUTION

SEE ATTACHED

ARTICLE VII, DIRECTORS AND OFFICERS SHALL BE:

FERNANDO ARAU ROSALINDA IZQUIERDO OLDAIR ARAU

PRESIDENT SECRETARY TREASURER

7955 NW 12 STREET 7955 NW 12 STREET 7955 NW 12 STREET

SUITE 400 SUITE 400 SUITE 400

MIAMI, FL 33126 MIAMI, FL 33126 MIAMI, FL 33126

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: June 1, 2008

Effective date if applicable: June 1, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Fernando Arau
(Typed or printed name of person signing)
President
(Title of person signing)

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Article V

Limitation of Corporate Powers:

The Corporation shall have the following powers:

1. The Corporation shall have all the common law statutory powers of a Corporation not-for-profit under the laws of Florida and all others powers and duties reasonably necessary to implement and effectuate the purposes of the Corporation, as herein above set forth, including, but not limited to the following:

a) 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 or value.

b) To sell, convey, or otherwise dispose of any 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 limitations, except such limitations, if any, as may be contained in the instrument under which such properties received, this certificate of incorporation, the BY-LAWs of the corporation, or any laws applicable thereto.

c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its Directors, Officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member, trustee, or officer of said Corporation, or any private individual, and no member, trustee, 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 foundation.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

4. The Corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

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5. The Corporation shall not retain any excess business holding as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax Laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

7. Notwithstanding any of the provisions of the certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist, or as they hereafter be amended.

8. All other powers of the Corporation shall be subject to and shall be exercised in accordance with the BY-LAWs.

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Article VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

Tax Management Services Corp.

**7955 NW 12th Street Suite 400
Doral, Florida 33126**

Dissolution and Distribution

- 1. Dissolution shall be as authorized by law.**
- 2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.**

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FROM : LAZARUS

FAX NO. : 3052201440

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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 registered agent and agree to act in this capacity.



Signature/Registered Agent

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