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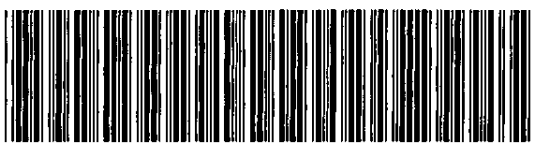
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MONTE BINAH, INC.

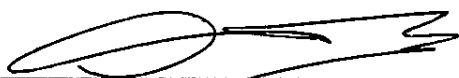
DOCUMENT NUMBER: N05000006295

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RAFAEL J. LEON

(Name of Contact Person)


(Firm/ Company)

7129 N ARMENIA AVENUE

(Address)

TAMPA, FL 33604

(City/ State and Zip Code)

For further information concerning this matter, please call:

RAFAEL J. LEON

(Name of Contact Person)

at (813) 991 2452

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

MONTE BINAH, INC.

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

N0500006295

(Document number of corporation (if known))

FILED
2008 FEB 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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):

N/A

(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)**

- 1.- Article 18 Dissolution of the Corporation is added in the Amended and Restated Articles of Incorporation.
- 2.- Article II of the Electronic Articles of Incorporation is deleted and Article 6 is added In the Amended and Restated Articles of Incorporation, concerning location of office.
- 3.- Article IV of the Electronic Articles of Incorporation is deleted and Article 8 is added in the Amended and Restated Articles of Incorporation, concerning Officers and Directors election.
- 4.- Article VI of the Electronic Articles of Incorporation is change for Article 12 in the Amended and Restated Articles of Incorporation.
- 5.- Article VII of the Electronic Articles of Incorporation concerning the acting Director of the Corporation is changed for Article 10 of the Amended and Restated Articles of Incorporation concerning and Directors election.
- 6.- Articles 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17 and 18 are added in the Amended and Restated Articles of Incorporation.

(Attach additional pages if necessary)
(continued)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MONTE BINAH INC.**

We, the undersigned incorporators, hereby associate ourselves and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation Not for Profit pursuant to Chapter 617 of the Florida Statute.

ARTICLE 1: The name of this Corporation shall be: MONTE BINAH INC.

ARTICLE 2: This Corporation is organized and shall be operated exclusively as a non-profit organization which its purpose is; charitable, religious, educational, scientific, literary and fraternal, including for such purposes, the making of distribution to organization that qualify as exempt under the Section 501(c) [10] of the Internal Revenue Code or the corresponding Section of any future tax code.

ARTICLE 3: POWERS: This Corporation shall be authorized to exercise the powers permitted to non-profit corporations under the Chapter 617 of the Florida Statutes; provided, however, that this corporation in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c) [10] of the Internal Revenue Code or corresponding provision of any subsequent federal tax law.

ARTICLE 4: TERMS OF EXISTENCE: This Corporation shall have perpetual existence.

ARTICLE 5: MEMBERSHIP: Member Could be any person that subscribes and conducts themselves in keeping with the philosophy, goals, and purposes of this Corporation and contributing financially to it. The Board of Directors reserves the right to revoke or refuse membership in the Corporation, if the applicant or member belongs to any other group or organization which its principles, philosophy or purpose conflict the principles purpose and philosophy of MONTE The Board of Directors reserved the right to keep the applicant as Member in Proof (to take a person on trial). Member in Proof that are defined as such in the By-Laws.

Section 1: Rights and Privilege of Members: To propose, discuss, promise and vote on all matters of interest to and for the welfare of the Corporation in accordance with the procedure set for in the By-Laws.

Section 2: Classification of Members:

- A. Active Member: Those members that are present at meetings / workshops take part in the activities and whose fees are not overdue.
- B. Passive Member: Those members that are defined as such in the By-Laws.

- C. Inactive Members: Those members that are define as such in the By-Laws.
- D. Any other classes of members, whose qualifications, rights, privileges, and obligations may have already been described here or defined in the By-Laws of the Corporation.

ARTICLE 6: LOCATION OF PRINCIPAL OFFICES: The principal office of this Corporation shall be located in the Metropolitan Area of the City of Tampa, Hillsborough County of the State of Florida.

ARTICLE 7: COMMITTEES: The Corporation shall establish and maintain an (A) Executive Committee, (B) Standing Committees and any other committees that seem necessary.

Section 1. EXECUTIVE COMMITTEE: The Executive Committee shall oversee the management and administration of the Corporation. The Executive Committee shall determine all fiscal matters, shall direct the manner on which all funds of the Corporation are disbursed, and the purpose there for, and shall adopt a budget for each fiscal year. The Executive Committee shall adopt such directives and such policies as are necessary for the administration of the Corporation and to accomplish the objectives and purposes of the Corporation. The Executive Committee shall have full power to exercise and delegate such functions, as may be necessary, expedient or incidental to the full exercise of the powers bestowed on the Executive Committee by the Corporation. The implementation of these functions will be defined by the By-Laws.

Section 2. Standing Committees: The Standing Committees of the Corporation Shall be:

- A. Education Affairs
- B. Cultural
- C. Ethics
- D. By-Laws
- E. Membership ::
- F. Budget & Finance
- G. Community Awareness
- H. By-Law Review Committee
- I. Any other that may be establish by the By-Law

Section 3. The President shall be an Ex-officio member of all the committees except, The Ethics, and the By-Law committees.

Section 4. Each committee must have an odd number of members with a minimum of three.

Section S. Plan of Work: Each Standing Committee shall develop a Plan of Work and Procedure and submit them to the Executive Committee for approval. The Executive Committee shall also have a Plan of Work and Procedure and must make it available to the members upon request.

ARTICLE 8. OFFICERS AND DIRECTORS: The Board of Directors shall consist of nine members who shall be elected by the members with right to vote (defined in the By-Law) on the Corporation from which they shall also be members. No salaried personnel of the Corporation shall however be eligible to serve on the Board of Directors.

The nine members of the Board of Directors shall perform the functions of President; Vice-President; Recording Secretary, Corresponding Secretary, Treasurer, and four Directors. The election of the Board and the manner of filling vacancies shall be provided in the By-Laws of the Corporation.

The Board of Directors shall determine thru the By-Laws which Executive Officer will conduct the day to day operation of the Corporation.

Section 1. Removal of Directors, Officers and Members: Any Director, Officer or Member may be removed from the Board of Directors, Its Position or Membership at any time for justified cause, after been given written notice and opportunity for a hearing by affirmative vote or two thirds of the members of the Corporation during meeting call for this specific purpose.

Section 2. Justified Cause: Justified Cause could be one of the following reasons including but not limited to:

- A. Unethical Conduct
- B. Behaviors that goes against the philosophy, principles, goals, and purpose of the Corporation.
- C. Moral Turpitude

ARTICLE 9. ORDER OF BUSINESS AT BOARD MEETINGS

- A. Call to order
- B. Secretary proof of Due Nature of Meeting
- C. Determination of Quorum
- D. Reading and approval of minutes
- E. Reports of Committees
- F. Reports of Officers and Directors
- G. Unfinished Business
- H. New Business
- I. Adjournment

ARTICLE 10. INITIAL BOARD OF DIRECTORS: The name and address of the officers of this Corporation who shall hold office temporarily until duly qualified successors are elected in election to be held after a reasonable period of time, which shall not exceed three months after the approval by the Correspondent authority of the articles of incorporation, are as follows:

NAME	ADDRESS
President RAFAEL LEON	10130 FORT KING ROAD, DADE CITY, FL 33525
Vice-President AMELIA MONTEALEGRE	14908 SUMMERWIND DR. TAMPA, FL 33624
Recording Secretary RUBIELA ZAPATA	3426 ELLENWOOD LANE, TAMPA, FL 33618
Corresponding Secretary ANA MARIA RODRIGUEZ	10303 CHAD BOURNE DR, TAMPA, FL 33624
Treasurer DIXIE CALLEJAS	11332 N. OREGON AVE. TAMPA, FL 33612

ARTICLE 11. SUBSCRIBERS: The name and residence of the subscribers of this Corporation are as above:

ARTICLE 12. REGISTER AGENT: The Register Agent for the Corporation will be MARCELO LUNA

ARTICLE 13. CORPORATE RECORDS: The Corporation shall keep records minutes of all meeting I workshops of its members and board of directors, a record of all actions taken by members or board of directors without meeting and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the Corporation.

Section 1. The Corporation shall maintain accurate accounting records.

Section 2. The members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

ARTICLE 14. AMENDMENTS OF ARTICLES OF INCORPORATION: These articles may be amended by resolution adopted by the vote of five (5) of the Board of Directors members present in a special meeting call to that effect provided that thirty days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting.

ARTICLE 15. VOTING: Each active member of the Corporation shall be entitled to one vote. The Corporation shall keep an up to date list of all active members able to vote. The voting process for electing Directors shall be made by secret ballot.

ARTICLE 16. NO PRIVATE UNUREMENT: No part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set.

ARTICLE 17. NO LOBBYING: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the

Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE 18. DISSOLUTION: In the event of dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment, all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) [10] of the Internal Revenue Code, or the corresponding section of any future 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 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 organizations, said Court shall determine, which are operated exclusively for such purposes. Under no circumstances no Member, Director, Officer or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

ARTICLE 19. GENERAL PROVISIONS:

Section 1. The Articles of Incorporations and the By-Laws should be interpreted in the most liberal way.

Section 2. The By-Laws must be written down and approved by the Corporation within ninety days after the Directors received the certified copy of the articles of incorporation from the Florida Department of State

Section 3. There shall be no Proxies.

Section 4. Whenever the context so requires, the use of any gender shall be deemed to include all genders, and the use of the plural shall include the singular, and the singular shall include the plural.

Section 5. In the event that any portion of this Articles of Incorporation shall be held invalid, then such provision shall be severed and the remainder of the Articles of Incorporation shall be in full force and effect.

Section 6. The rules contained in the current edition of Robert's Rules of Order shall govern in all the proceeding of the Corporation.

Section 7. The Paragraph heading are for the convenience of reference only and are not intended to qualify or limit the provisions of these Articles of Incorporation.

Section 8. These Articles of Incorporation shall be effective immediately following their adoption by a majority vote of the members of the Corporation.

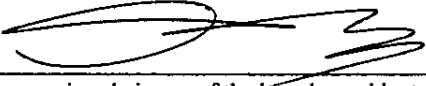
IN WITNESS WHEREOF, we have executed these Articles of Incorporation of MONTE BINAH INC. for the purpose therein expressed this 29 day of January, 2008.

The date of adoption of the amendment(s) was: 29 day of January, 2008

Effective date if applicable: 29 day of January, 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.)

Rafael J. Leon
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35