

N05000006515

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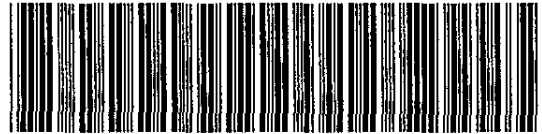
(Business Entity Name)

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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CASIOPEIA CORPORATION

DOCUMENT NUMBER: N05000006515

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

Please return all correspondence concerning this matter to the following:

JANETH C FERREIRA

(Name of Contact Person)

AZOY TAX

(Firm/ Company)

4901 NW 17TH WAY SUITE 301

(Address)

FORT LAUDERDALE, FL. 33309

(City/ State and Zip Code)

For further information concerning this matter, please call:

JANETH C FERREIRA

(Name of Contact Person)

at (954) 229-1652

(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

CASIOPEIA CORPORATION

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

FILED
06 MAR -9 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N05000006515

(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):

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)**

Article VIII. This organization is organized exclusively for educational
purposes with the meaning of section 501(c)(3) of the Internal Revenue
Service section of any future tax code.

Article VIII. Adding two new directors.

Miguel Pablo Simon

Ruth Mar Cifuentes

2443 W 65 St

1801 S Treasury Dr Apt 511

Hialeah, Fl. 33016

North Bay Village, Fl. 33141

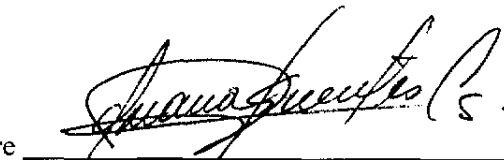
The date of adoption of the amendment(s) was: February 21 2006

Effective date if applicable: February 21 2006
(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.)

Adriana Fuentes

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Attachment

Casiopeia Corporation
A Florida Not For Profit Corporation.
Doc Number: N0500006515

Articles of Amendment.

Article IX. Distribution of Earnings.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no 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.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Code), and the organization shall no participate in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall no carry on any other activities not permitted to be carried on (a) by an organization exempt

from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article X. Dissolution of the Corporation.

Upon the dissolution of the Corporation, assets shall be distributed 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 the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Common Pleas 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”.

**UNANIMOUS CONSENT REGARDING
THE ORGANIZATION OF
CASIOPEIA CORPORATION**

The undersigned, being all of the initial directors of the above corporation, hereby waive all notice, and consent to the following action to be taken by the corporation in lieu of the first meeting of the directors.

1. **RESOLVED**, that the Articles of Incorporation of the corporation which were reviewed by the undersigned and filed with the Secretary of State on February 21, 2006 are approved.
2. **RESOLVED**, that all of the actions taken by the incorporator(s) and the initial director(s) in incorporating the corporation are approved.
3. **RESOLVED**, that the attached Bylaws are adopted.
4. **RESOLVED**, that the following person(s) is/are elected to serve as initial director(s) until his/her successor is duly elected and qualified at the first annual meeting of the shareholders or until his/her earlier resignation or removal:

Director's Name: Adriana Fuentes
Street Address: 902 NE 209th St. Apt. 103
City, State, Zip: Miami, Florida 33179

Director's Name: Miguel Pablo Simon
Street Address: 2443 W 65 St.
City, State, Zip: Hialeah, Florida 33016

Director's Name: Ruth Mar Cifuentes
Street Address: 1801 S Treasury Dr Apt. 511
City, State, Zip: North Bay Village, Florida 33141

5. **RESOLVED**, that the following persons are elected as officers of the corporation until the first annual meeting of the directors or until his/her successor is duly chosen and qualified:

Name

Office

Adriana Fuentes

President

Vice President

Miguel Pablo Simon

Secretary

Ruth Mar Cifuentes

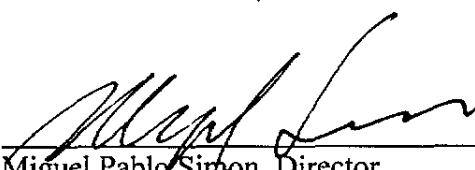
Treasurer

6. **RESOLVED**, that the officers are authorized and directed to file such documents as may be required to obtain an employer identification number for the corporation.
7. **RESOLVED**, that the corporate fiscal year shall end on the last day of February of each year.
8. **RESOLVED**, that the officers are authorized and directed to establish one or more corporate bank accounts as they deem appropriate.
9. **RESOLVED**, that the officers are authorized and directed to pay all expenses arising out of the incorporation of the corporation and to reimburse persons who have advanced funds for such purpose.
10. **RESOLVED**, that the officers are authorized and directed to take any action deemed necessary or advisable to qualify the corporation as an S Corporation under Section 1361 of the Internal Revenue Code.
11. **RESOLVED**, that the officers are authorized and directed to obtain such liability and other insurance coverage as the officers deem appropriate.
12. **RESOLVED**, that the officers are authorized and directed to adopt pension and/or profit-sharing plans for the employees of the corporation upon such terms as the officers deem appropriate.
13. **RESOLVED**, that the officers are authorized and directed to lease office space at 902 NE 209th ST. Apt. 103, Miami, Florida from _____ upon such terms as the officers deem appropriate.
14. **RESOLVED**, that the date for the first annual meeting of the shareholders is February 21, 2007 at 10:00 AM.
15. **RESOLVED**, that the officers are authorized and directed to take any further action as may be deemed necessary or advisable in order to carry out the purpose and intent of the above Resolutions.

Dated: February 21, 2006


Eduardo A. Azoy EA ATA, Incorporator


Ruth Mar Cifuentes, Director


Miguel Pablo Simon, Director

Casiopeia Corporation
902 NE 209th St. Apt. 103
Miami, Fl. 33179
2005