

10600008729

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

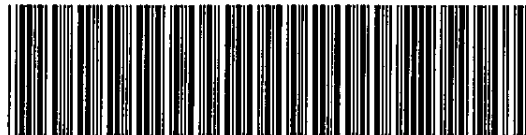
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2007

FUNDACION RAYIYO DE SOL INC.
C/O COSIELO RAGONE
5436 NW 50TH COURT
COCONUT CREEK, FL 33073

SUBJECT: FUNDACION RAYITO DE SOL, INC.
Ref. Number: N06000008729

We have received your document for FUNDACION RAYITO DE SOL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You can only file under one corporate name. Please correct your document and resubmit for filing.

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) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 807A00006356



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2006

FUNDATION RAYITO DE SOL INC.
5436 NW 50TH COURT
COCONUT CREEK, FL 33073

SUBJECT: FUNDACION RAYITO DE SOL, INC.
Ref. Number: N06000008729

We have received your document for FUNDACION RAYITO DE SOL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 106A00071472

FUNDATION RAYITO DE SOL INC.
5436 NW 50TH COURT
COCONUT CREEK, FL 33073

December 28, 2006

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

RE: **FUNDACION RAYITO DE SOL INC.**
N06000008729-1/1

Dear Sirs/Madam

Attached please find the Fundation Rayito de Sol, Inc. documentation:

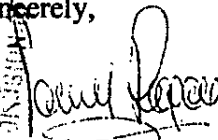
- Restated Articles of Incorporation
- Incorporators / Board of Directors Resolutions
- New Articles of Incorporation
- Check for restated Articles fee (Check for filing fees previously sent)
- Copies of Records Amendments Fees Check
- Special Meeting of ratification and confirmation of incorporators
- Check for certify copy (Check for certifies copies previously sent)

NOTE:.

Please approved and record all the amendments of Fundacion Rayito de Sol, Inc and forward a certified copy to our attention.

Thank you for your cooperation in this matter

Sincerely,


Consuelo Ragone
President

RECEIVED

07 JAN 19 AM 8:38

**FUNDATION RAYITO DE SOL INC.
5436 NW 50TH COURT
COCONUT CREEK, FL 33073**

December 28, 2006

Ms. Sylvia Gilbert
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **FUNDACION RAYITO DE SOL INC.**
N06000008729-1/1

Dear Ms. Gilbert:

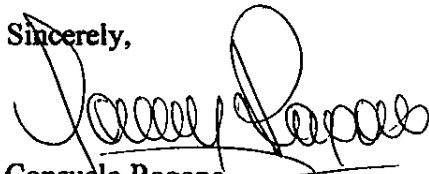
As per our telephone conversation on February 2, 2007, attached please find the Fundation Rayito de Sol, Inc. review documentation:

- Restated Articles of Incorporation
- Incorporators / Board of Directors Resolutions - *Returned*
- New Articles of Incorporation - *no*
- Check for restated Articles fee (Check for filing fees previously sent)
- Copies of Records Amendments Fees Check
- Special Meeting of ratification and confirmation of incorporators - *Returned*
- Check for certify copy (Check for certifies copies previously sent)

We are submitting the documentation within the 60 days of your letter dated January 26, 2007. We have reviewed and change all the documentation as per you indications. Please approved and record all the amendments of Fundacion Rayito de Sol, Inc and forward a certified copy to our attention.

Thank you for your cooperation in this matter

Sincerely,



Consuelo Ragone
President

RESTATED ARTICLES OF INCORPORATION

OF

FUNDACION RAYITO DE SOL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned pursuant to applicable provisions of the Florida Not for Profit Corporation Act, hereby adopts the following Restated Articles of Incorporation:

I. NAME

The name of this corporation shall be:

FUNDACION RAYITO DE SOL INC

**II. ADDRESS OF PRINCIPLE
OFFICE**

The address of the principle office of the corporation shall be 5436 NW 50Court, Coconut Creek, Florida 33073.

III PURPOSES

This corporation is organized exclusively for charitable purposes, provide and procurement of aid to children and youth in need and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding, provision of any future federal tax code, hereinafter the "Code" including any other activities permitted by law.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

IV DIRECTORS

BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of 4- persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation. and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Board of Directors may be removed with c without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

V TERM OF EXISTENCE

The corporation shall have Perpetual existence.

VI. BYLAWS

The Bylaws of the corporation shall be made by the Board of Directors and may be altered or rescinded by a majority of the Board of Directors present at any regular or meeting called for that purpose.

VII AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose.

VIII. REGISTERED AGENT

The Registered Agent upon whom service of process against this corporation may be Consuelo Ragone. The Registered Agent and the Corporation's registered office is located 5536 NW 50 Court, Coconut Creek, FL 33073

IX. INCORPORATORS

The name and address of the Incorporators are:

Consuelo Ragone,
5536 NW 50th Court
Coconut Creek, FL 33073

Roberto Rengifo
5536 NW 50th Court
Coconut Creek, FL 33073

X. EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda 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 political office.

The Board of Directors shall be elected as provided for in the Bylaws of the corporation.

5. All affairs of the Foundation shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) Directors.

5.2 Duties and Powers. All of the duties and power of the Foundation existing under these Articles and the Bylaws shall be exercised exclusively by the Board, its agent, contractors or employees, subject only to approval by Incorporators when such approval is specifically required and except as provided in the Foundation ByLaws.

5.3 Election: The first Directors of the Foundation shall be elected at the initial meeting of the Incorporators in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be elected, removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

5.4 No part of the net earnings of the corporation shall inure to the benefit of, or the distributable to its members, trustees, officer, 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 distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be to 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) pay political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities no permitted to be carries on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.5 First Directors. The names of the members of the first board who shall hold office until their successors are elected and have qualified, as provided in the Bylaws are as follows:

Consuelo Ragone,
5536 NW 50th Court
Coconut Creek, FL 33073

Roberto Rengifo
5536 NW 50th Court
Coconut Creek, FL 33073

THIRD: All affairs of the Non- Profit Corporation shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) Directors.

FOURTH: Election of the Directors of the Non-Profit Corporation shall be at the meeting of the Board of Directors in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.


In consideration of his qualifications and experience working for Non-Profit Corporation, Board of Directors propose Mr. _____ to be elected as the third member of the Board of Directors the Foundation.

FIFTH: Duties and Powers. All of the duties and power of the Non-Profit Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board, its agent, contractors or employees, subject only to approval by Incorporators when such approval is specifically required and except as provided in the Foundation ByLaws.

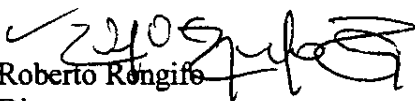
SIXTH : The initial officers is amended to subject to the direction of the Board the affairs of the Foundation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following meeting of the incorporators and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Consuelo Ragone
Treasure	Consuelo Ragone
Secretary	Diana Cardenas

SEVENTH: The amendments were adopted by the Board of Directors on the 30 day of October 2006


Consuelo Ragone,
Incorporator/Director

Date 10/30/06


Roberto Rongifo
Director

Date

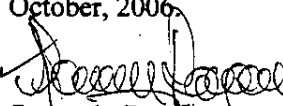
XI. DISSOLUTION

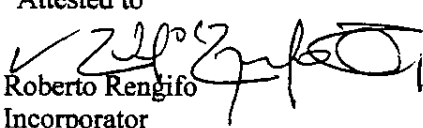
Upon the dissolution of the corporation, the Board of Directors shall, after paying or provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations, organized and operating exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the corporation is 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.

CERTIFICATE

1. This restatement contains amendments to the Articles of Incorporation that require Member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the Articles of Incorporation of Fundación Rayito de Sol, Inc.
4. The date of adoption of the amendments was October 1, 2006.
The amendments and the Restated Articles of Incorporation were adopted by the Board of Directors and the number of votes cast were sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of October, 2006.


Consuelo Ragone
President

Attested to

Roberto Rengifo
Incorporator