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T. Roberts APR 08 2008]

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

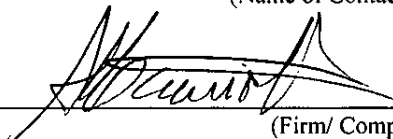
**NAME OF CORPORATION:** MANOS Menckosas Fundatoon

**DOCUMENT NUMBER:** NO700000 4451

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

Please return all correspondence concerning this matter to the following:

ALICIA MARRIOTT  
(Name of Contact Person)

  
(Firm/ Company)

820 N. Main ST  
(Address)

Kissimmee FL 34744  
(City/ State and Zip Code)

For further information concerning this matter, please call:

ALICIA MARRIOTT at ( 321 ) 443-4755  
(Name of Contact Person) (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

FILED

08 APR -3 PM 12:09

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

NO700000 4451

(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**)

SEE ATTACHED

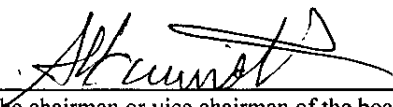
(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: MARCH 08, 2008

Effective date if applicable: \_\_\_\_\_  
(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.)

ALICIA MARRIOTT  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**

**Articles of Amendment  
To  
Articles of Incorporation  
Of**

Manos Generosas Foundation  
*DOCUMENT # N07000004451*  
P.O. Box 4228  
Kissimmee, Fl 34742

**Article 1:**

**Section 1:1 Name of the Corporation: Manos Generosas Foundation**

**Section 1:2 Purpose of the Corporation: The purpose of this corporation is charitable under section 501 © (3) of the internal revenue Code and includes but is not limited to:**

- a. Helping people diagnosed with cancer or those that suspected of having the disease and that:
  1. Lack medical insurance
  2. Lack the necessary financial resources to obtain medical treatment
  3. Do not have a defined legal migratory status
- b. The foundation will provide support about, emotional, psychological, moral professional, and spiritual to help cancer survivors and professional information about the disease.
- c. The foundation will provide help regardless of race, color, sex, religion, or national origin.
- d. In cases deemed necessary, the foundation will assist the patient and his/her family in the search for public and private resources available.
- e. Establishing support centers in different locations.

**Article 2: Statutes**

**Section 2:1 The foundation will convey**

- a. An annual convention with the board directors and associates.
- b. A trimester informational and business meeting with the board of directors.

Section 2:2 The official address will be:

P.O. Box 4228  
Kissimmee, FL 34742  
(mailing)

820 North Main St.  
Kissimmee, FL 34744

### Article 3: Executive Committee

Section 3:1 The organization Manos Generosas Foundation is composed of a president, vice-president, administrative director, treasurer, secretary, secretary' assistant and four board members.

Section 3:2 The operational organization for the business aspects of Manos Generosas Foundation shall consist of the executive committee.

Section 3:3 The executive committee shall consist of a minimum of 7 members: president, vice-president, administrative director, treasurer, secretary, and three board members.

Section 3:4 The *powers* of the executive committee are:

- a. To lead, control, and administer the affairs of the foundation, to establish rules and regulations according to the articles and statutes of this corporation for the benefit of the same.
- b. Design and use the seal of the corporation, and modify it as necessary.
- c. *Property Titles*: All property transferred by deed or title to the corporation shall be taken and maintained in the name of the foundation.
- d. *Naming of Officers*: All officers of the executive committee (with the exception of the president) shall be named by the president, and approved and ratified by the voting body in a business conference.
- e. *Permanence of the nominations of the Executive Committee*: All members of the executive committee are permanent members, however no member shall have the right to demand continuance. Permanence means that the members should be willing to serve while their services are necessary.
- f. *Vacancy*: Any member can present a written resignation to the executive committee. The successor will be named by the president and approved in a general session.

#### Article 4: Associates

Section 4:1 Associates are: all facilitators or people that help voluntarily, financially, or provide professional help to cancer patients of the foundation.

Section 4:2 This corporation will not accept associates that will not submit to the established statutes.

Section 4:3 The associates have the duty to fulfill all the requirements of Manos Generosas Foundation.

Section 4:4 Associates should demonstrate a respectful conduct, exemplary and good moral character during their commission.

#### Article 5: Regular Business Meetings

Section 5:1 The regular business meetings with the associates will occur every trimester. The place of meeting shall be specified by the executive committee.

Section 5:2 Meeting Regulations: The president shall be the officer who will preside in all meetings of this corporation. The president's decision in the procedural affairs will be definitive. The president will attempt to reach a unanimous opinion from the members in the presented issues.

Section 5:3 The voting body is comprised of the executive committee and a quorum *is* recognized.

Section 5:4 A *recognized* quorum shall be comprised of the president and two-thirds of the members of the executive committee.

#### Article 6: *Functions* of the Executive Committee

Section 6:1 Secretary: The secretary will keep in the central office of the corporation a book of records of all the meetings of the corporation, executive committee and/or committees, with the time and place of the meeting, whether it was a regular or special meeting, notification of the meeting, names of the members present and procedure of the corporation, *and a copy of the articles of incorporation, statutes and amendments.* The secretary will give notification of all meetings of the corporation, *executive committee required by these statutes or by law*, keep the seal of the corporation, and will have powers according to the design of the executive committee.

**Section 6:2 Treasurer:** The treasurer is the finance executive officer of the corporation and will keep the property bills, *or* business *or* financial transactions of the organization. The accounting books will be available for revision by any associate or member of the organization. The treasurer's responsibilities are as follows:

- a. To receive all funds given to the corporation through donations, business transactions, inheritance, transference, or any other legally obtained source of income. To deposit all the funds in name and credit of the corporation.
- b. **Organizational structure:** The treasurer is directly under the direction of the president, administrative director, and the executive committee. The executive committee shall assign the budget limits and the budget shall be approved in the business conference.
- c. **Reports:** The treasurer will report on an annual and trimester basis to the business conference. He/she will prepare financial reports to apply for loans and buy properties, prepare the payments for the employees of the corporation, pay for all related expenses, make sure that all the corporation obligations have been fulfilled, as well as present an annual budget to the business conference to be approved.

#### **Article 7: Financial System**

**Section 7:1 Local Financial System:** The executive committee shall design a financial system according to the growth of the foundation, list of payments, benefits, and any other circumstance that might occur during the course of business in this corporation.

**Section 7:2 Financial Support:** The Manos Generosas Foundation is a non-profit organization and thus it does not have the capacity to be a lending institution.

**Section 7:3 Defined Salary:** A monthly, weekly, or fortnightly payment, paid to a person employed by the corporation. The executive committee shall determine the salary guidelines when it is deemed necessary.

#### **Articles 8: Membership**

**Section 8:1 Renunciation:** When a member of the executive committee or an associate opts to separate him/herself from the Foundation his/her name shall be removed from the book of the corporation after accepting his/her renunciation.

**Section 8:2 Death:** As soon as it is verified that a member of the executive committee or an associate has died, his/her name shall be removed from the corporation's list.

**Section 8:3 Revocation:** An associate that has been found guilty or that has confessed to have seriously violated the moral principles of the Foundation shall be disciplined according to the nature of the offense. When appropriate, his/her name may be revoked from the corporation's list. It shall be understood that before this action takes place, the person should be notified of the decision.

Section 8:4 Replacement: The committee shall fill this in business meetings as deemed necessary.

#### Article 9: Amendments

Section 9:1 Amendments: The executive committee shall *oversee* the properties of the corporation. Therefore, the amendments to these statutes shall be approved by the majority or two-thirds of the executive committee.

Section 9:2 Process: Any member of the voting body can propose an amendment. The proposal shall be made formally in writing. This shall be submitted to the president and the president shall submit it to the executive committee for their evaluation and approval or rejection.

#### Article 10: *dissolution clause*

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code Or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

Section 10:1 The corporation will distributed its income for each tax year at a time and in a manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 10:2 The corporation will not engage in a any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 10:3 The corporation will not remain any excess business holdings as defined in section 4943 ( c) of the Internal Revenue Code, or the corresponding section of any future federal tax code

Section 10:4 The corporation will not make any investments in a manner as to subject to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 10:5 The corporation will not make any taxable expenditure a defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.