

No 7000008303

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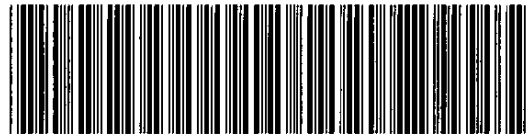
(Business Entity Name)

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07 DEC 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amend

C. Goulette DEC 20 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Peruvian Childres ~~FE~~ Fund, Inc

DOCUMENT NUMBER: NO7000008303

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

Please return all correspondence concerning this matter to the following:

William Blade
(Name of Contact Person)

Blade & Blade, PA
(Firm/ Company)

515 S. Federal Hwy
(Address)

Deerfield Beach, FL 33441
(City/ State and Zip Code)

For further information concerning this matter, please call:

William Blade at (954) 429-1200
(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

BLADE & BLADE, P.A.
ATTORNEYS AT LAW
515 SOUTH FEDERAL HIGHWAY
DEERFIELD BEACH, FLORIDA 33441

PAUL E. BLADE
WILLIAM P. BLADE

954-429-1200
FAX: 954-429-0739

December 17, 2007

Florida Department of State
Division of Corporations
Attn: Cheryl Coulliette
P.O. Box 6327
Tallahassee, FL 32314

Re: Peruvian Children's Fund, Inc.

Dear Ms. Coulliette,

Enclosed please find the Amended Articles of Incorporation for the above mentioned along with a copy of your letter.

If you have any questions please give me a call.

Very truly yours,

BLADE & BLADE, P.A.

By:



WPB/as
enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2007

WILLIAM BLADE
BLADE & BLADE, P.A.
515 S. FEDERAL HWY
DEERFIELD BEACH, FL 33441

SUBJECT: PERUVIAN CHILDREN'S FUND, INC.
Ref. Number: N07000008303

RECEIVED
2007 DEC 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PERUVIAN CHILDREN'S FUND, 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 307A00068079

**AMENDED
ARTICLES OF INCORPORATION
OF THE
PERUVIAN CHILDREN'S FUND, INC.**

Pursuant to the provisions of section 617.0006, Florida Statutes, the Florida Not For Profit Corporation adopt the following Amended Articles of Incorporation, amending the Articles of Incorporation in their entirety:

**ARTICLE I
Name**

The name of this Corporation shall be, and is, the Peruvian Children's Fund, Inc..

**ARTICLE II
Enabling Law**

This is a non-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes (1994), relating to Florida corporations not for profit.

**ARTICLE III
Purpose**

Section 1. This Corporation is organized for charitable and educational purposes and not for pecuniary profit. The purposes of this Corporation are as follow:

- A. Development of nutritional programs and clothing supply to the less fortunate children in Peru;
- B. Creation of counseling centers for the physical and emotional well being of children and adolescents who are at high social risk, stimulation dignity in their lives; and
- C. Training sexually and physically abused young mothers and adolescents in technical/productive careers to improve their quality of life.

The Corporation may engage in any and all lawful activities incidental to the foregoing purposes, subject to the further provisions of these Articles and the Bylaws of the Corporation.

07 DEC 20 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Section 2. The Corporation shall operate exclusively for the purposes set forth in Section 1 of this Article and shall not carry on any activities not permitted to be carried on by organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 3. The Corporation may accept contributions, which are deductible under sections 170, 2055, 2106(a)(2), and 2522 of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

Section 4. All the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of expenses incidental thereto.

ARTICLE IV Powers and Limitations

Section 1. Powers. This corporation shall have all the powers enumerated in Section 617.0302, Florida Statutes (2006), as the same may be amended from time to time, and such other powers as may be necessary to carry out its Purposes, provided that such powers do not conflict with Chapter 617, Florida Statutes, or with any provision in Section 503 of the Code.

Section 2. Limitations on Powers. The Corporation shall not have the power to:

- A. Carry on a business or trade for profit;
- B. Issue stock, or pay dividends;
- C. Attempt to influence legislation as a substantial part of its activities;
- D. Allow any part of its income to inure to the benefit of directors, officers, or members of the Corporation, or to any other individuals except in the furtherance of its purpose, or as compensation for services rendered which are unrelated to Board duties;
- E. Participate to any extent in any political campaign for or against any candidate for public office; or
- F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of Code and its regulations as they now exist or as they may hereafter be amended, or by an organization,

contributions to which are deductible under Section 170(c)(2) of the Code, and regulations as they now exist or as they may hereafter be amended.

ARTICLE V Membership

Section 1. Members. The members of the Corporation shall be the members of the Board of Directors, who shall be the sole voting members of the Corporation. The names and addresses of the initial members of the Corporation are set forth in Article VI, Section 2, hereof.

Section 2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as may be set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE VI Management

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) members. The exact number of Board members shall be determined in the manner specified in the Bylaws. The Directors shall be elected by the members and shall serve a term of five (5) years and may be re-elected. Elections of directors, removal of directors, and the filling of vacancies of directors shall be in accordance with the procedures provided in the Bylaws.

Section 2. The names and addresses of the initial directors are:

Martha Paz Soldan
9496 – D Boca Gardens Parkway
Boca Raton, FL 33496

Trinidad Paz Soldan
9496 – D Boca Gardens Parkway
Boca Raton, FL 33496

Blanca Chavez
9496 – D Boca Gardens Parkway
Boca Raton, FL 33496

Section 3. The Corporation's operating budget shall be prepared on at least an annual basis.

ARTICLE VII Officers

Section 1. The officers of this Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be set forth in the Bylaws.

Section 3. The names of the persons who are to serve as officers of the Corporation until their successors are appointed and qualified are:

President: Martha Paz Soldan

Secretary: Trinidad Paz Soldan

Treasurer: Blanca Chavez

ARTICLE VIII Term of Existence

This Corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

ARTICLE IX Amendments to Bylaws and Articles of Incorporation

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board provided, however, in the event of any meeting at which changes to the Bylaws are to be considered, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) vote of the membership at any regular or special meeting of the membership provided, however, with respect to any meeting at which amendments to the Articles of Incorporation are to be considered, notice thereof, which shall include the text of the proposed change to the Articles of

Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon.

ARTICLE X Dissolution


Upon dissolution or winding up of this Corporation, all of its assets after the payment of all costs and expenses of such dissolution shall be disbursed to an entity having a similar purpose as the Corporation and that has been ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Code (or corresponding provisions of any subsequent revenue laws). None of the assets will be disbursed to any members, directors, or officers of this Corporation.

ARTICLE XI Registered Office and Registered Agent

The Corporation's principal Office is to be located at 9496 – D Boca Gardens Parkway, Boca Raton, FL 33496, and Martha Paz Soldan, at 9496 – D Boca Gardens Parkway, Boca Raton, FL 33496, shall serve as Registered Agent of the Corporation, to accept service or process within this State, and to serve in such capacity until a successor is selected and duly designated.

The date of the adoption of these Amended Articles of Incorporation is November 14, 2007.

These Amended Articles of Incorporation were adopted by the members and the number of votes cast for the amendment were sufficient for approval.

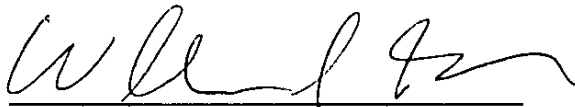


Martha Paz Soldan
President

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this

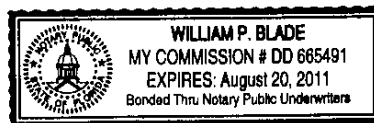
10 day of Dec, 2007, by Martha Paz Soldan, as President of the Peruvian Children's Fund, Inc., who is personally known to me or who produced proper identification.



Notary Public

(SEAL)

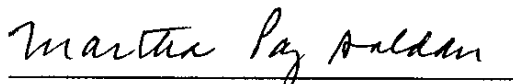
Personally known X
Produced Identification _____
Type of Identification Produced _____



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts the appointment as registered agent of the Peruvian Children's Fund, Inc., which is contained in the foregoing Articles of Incorporation, and acknowledges and accepts the obligations imposed on a registered agent by the laws of the State of Florida,

DATED this 10 day of December, 2007.


Martha Paz Soldan