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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ZOE-ROS FOUNDATION, CORP.

DOCUMENT NUMBER: N07000010583

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

Please return all correspondence concerning this matter to the following:

China A. Saugar, CPA, CIA

(Name of Contact Person)

SAUGAR, P.A.

(Firm/ Company)

1609 S.W. 57th Avenue

(Address)

Miami, Florida 33155

(City/ State and Zip Code)

For further information concerning this matter, please call:

China A. Saugar, CPA, CIA

(Name of Contact Person)

at (305) 266-3008

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☒ \$52.50 Filing Fee
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(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

ZOE-ROS FOUNDATION, CORP.

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

N07000010583

(Document number of corporation (if known))

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DIVISION OF CORPORATIONS
08 FEB 21 AM 11:14 6

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 DOCUMENT FOR AMENDMENTS AND ADDITIONS TO

THE ARTICLES OF INCORPORATION.

Amend: Article III

Amend: Article IV

Amend: Article VII

Add: Article IX

Add: Article X

Add: Article XI

Add: Article XII

Add: Article XIII

Add: Article XIV

Add: Article XV

**AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of ZOE-ROS
FOUNDATION, CORP.**

**ARTICLE III
Purpose of the Corporation**

The Corporation is organized exclusively for charitable, literary, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

In particular, the Corporation wishes to provide financial support to people in need, including but not limited to food, clothing and emergency assistance, regardless of their ages, race, nationality, color or ethnic background.

**ARTICLE IV
Elections/Appointment**

The affairs of the Corporation shall be managed by a Board of Directors consisting at least of three (3) members. The number and election of the Directors shall be as provided in the Bylaws of the Corporation. The Board of Directors shall be a self-perpetuating board. A majority vote of the current Directors shall be required for election.

**ARTICLE VII
Board of Directors**

The initial Board of Directors shall be as follows:

| | |
|-------------------------|--|
| PRESIDENT | Florencio Ros 11169 N.W. 80 th Lane Doral, Florida 33178 |
| SECRETARY/ TREASURER | Victoria Maldonado 11169 N.W. 80 th Lane Doral, Florida 33178 |
| VICE PRESIDENT | Roman Ros 11169 N.W. 80 th Lane Doral, Florida 33178 |

**AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of ZOE-ROS
FOUNDATION, CORP.**

**ARTICLE IX
Prohibitions**

The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein.

No proceeds of the Corporation will enrich any individual or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation 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 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, the Corporation shall not carry on any other activities not permitted to be carried 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.

**ARTICLE X
Term of Existence**

The term of existence of this Corporation shall be perpetual unless dissolved according to law.

**AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of ZOE-ROS
FOUNDATION, CORP.**

ARTICLE XI
Bylaws

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE XII
Amendment

These articles may be amended, altered or repeal in accordance with the laws of the State of Florida, and the By-laws of this Corporation shall be made, altered or rescinded by a two-thirds vote of the directors present at any regular or special meeting called for the purpose of a change or amendment thereto, according to law.

ARTICLE XIII
Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV
Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the

**AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of ZOE-ROS
FOUNDATION, CORP.**

**ARTICLE XIV-Continue
Indemnification**

- manner required by the board of directors, that indemnification of the director, officer employee or agent, as case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

**ARTICLE XV
Disposition of Assets Upon Dissolution**


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 a state or local government, for a public purpose. Any such assets not so disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of adoption of the amendment(s) was: November 1, 2007. A.D.

Effective date if applicable: November 1, 2007. A.D.
(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.)

Victoria Maldonado

(Typed or printed name of person signing)

Secretary/Treasurer/Director

(Title of person signing)

FILING FEE: \$35