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P. 001/006

Division of Corporations

Page 1 of 1

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Restated Articles of Incorporation

For

ANGELS ON A MISSION, INC.

**ARTICLE I - NAME**

The name of the corporation shall be ANGELS ON A MISSION, INC. and whose address is 5421 NW 74 AVENUE - MIAMI, FL 33166

**ARTICLE II - PURPOSE**

This is a nonprofit corporation, organized solely for general charitable purposes to the Florida Corporation not for profit law set forth in Section 617 of the Florida Statutes. ANGELS ON A MISSION, INC. 's purpose is to serve as a foster home for the youth.

**ARTICLE III - TERM**

The duration of the corporations shall be perpetual unless dissolved according to law.

**ARTICLE IV**

The election of the Board of Directors shall be held on the final day every one year, which shall convene annually at a time and place to be determined by the entire Board of Directors, and of which all affiliated bodies shall receive due notice.

**ARTICLE V**

The affairs of the corporation shall be conducted by a Board of Directors, composed and consisting of not less than three nor more than eleven Directors, to be duly elected according to the bylaws of said corporation, at such time and manner as may be designated in the by-laws of the corporation. However, all deeds, contracts, mortgages, agreements and any and all other legal instruments required in the conduct and performance of its commercial affairs or in the acquisitions of property or in the mortgaging of same, in the disposition of property, contracts for the performance or alterations, repairs, construction on any of the properties belonging to the corporation, or for the purchase or sale of any personal, property, or any other legal instruments of any kind, character or nature whatsoever, shall be executed by the President of the Board of Directors, attested by the Secretary, without the requirement that the Board of Directors, as a body, join in the execution thereof.

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**Article VI**

- 1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers 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..
- 2) No substantial part of the activities of the corporation shall be the 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 any candidate for public office.)
- 3) Notwithstanding any provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation 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).
- 4) Not withstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of purpose of this corporation.
- 5) If for any reason the corporation shall cease to exists, all assets shall be given to another similar 501 (c) (3) corporation.

**Article VII**

The name and residence address of the Subscriber of this corporation is as follows:

NAME  
LAZARA FLORES

ADDRESS  
5421 NW 74 AVENUE  
MIAMI, FL 33166

**Article VIII**

**AMENDMENT OF BY LAWS**

Subject to the limitations contained in the By - Laws, and any limitation set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. By-laws of this corporation may be made, altered, rescinded, added to, or the By- Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefore in the By - Laws.

**Article IX**

**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer of member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation organized and operated exclusively for charitable, religious, or scientific purposes and which has established its tax exempt status under the Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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Article X

The address of the corporation's initial registered office is 5421 NW 74 AVENUE - MIAMI, FL 33166 and the name of its initial registered agent at such address is LAZARA FLORES.

Article XI

MANAGEMENT OF CORPORATE AFFAIRS

BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be more than five (5), provided however, that such numbers may be changed by a By - Law duly adopted by the members. Such numbers may be changed by a By - Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the corporations address on the first day of June of each year at 10:00 a.m., or at such other place or places as the board of Trustees may designate from time to time by resolution.

- 1) Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificates or other document filed under any provision of law which relates to action so taken shall state that the action taken was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By - Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article XI

The number of Directors constituting the initial Board of Trustees is three, and the names and address, including street number, of the Directors who are to serve as the initial Board of Directors until the second annual meeting or until their successors are duly elected and qualified are:

MAY-03-2010 MON 12:43 AM

P. 005/006

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NAME  
**LAZARA FLORES**  
Pres, Director

ADDRESS  
**5421 NW 74 AVENUE Miami, FL 33166**

**ELBIA RODRIGUEZ**  
VP, Director

**5421 NW 74 AVENUE Miami, FL 33166**

**ORLANDO RAMIREZ**  
Treas., Director

**5421 NW 74 AVENUE Miami, FL 33166**

IN WITNESS WHEREOF, I subscribe my name, this 8th day of April 2007.

  
**LAZARA FLORES**  
President

  
**ELBIA RODRIGUEZ**  
Vice President

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Certificate Designating Place of business or domicile for the Service of Process Within this State, Naming Agent upon Whom Process May be served.

In compliance with Section 48.091, Florida Statute the following is submitted.

**Acknowledgment.**

Having been named to accept service of process for the above named Corporation at the place designated in this certificate, the undersigned agree to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

I hereby am familiar with and accept the duties and the responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
**LAZARA FLORES**  
Registered Agent

These Restated Articles of Incorporation contain amendments that were adopted by the Board of Directors. On April 08, 2008.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

  
\_\_\_\_\_  
**LAZARA FLORES**