

BETANCOURT, MENA & ASSOCIATES

June 4, 2008

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Amended Articles of Incorporation
Abela's Foundation, Inc.

To whom it may concern:

Enclosed please find the Amended Articles of Incorporation for Abela's Foundation, Inc., along with the actual articles of amendment. These are submitted for filing. You will note that the organization's name is also changed with this filing from *Abelas'* Foundation, Inc. to *Abela's*. Foundation, Inc., to correct a typographical error in the name.

If you have any questions, please do not hesitate to contact me on this matter. I can be reached at 305.579.0021. Thank you for your attention.

Very truly yours,


Rosa E. Llaguno, Esq.

/rel
Encls.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ABELAS' FOUNDATION, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

ROSA E. LLAGUNO, ESQ.
(Name of Contact Person)

BETANCOURT MENA & ASSOCIATES
(Firm/ Company)

19 WEST FLAGLER ST., SUITE 720
(Address)

MIAMI, FL 33130
(City/ State and Zip Code)

For further information concerning this matter, please call:

ROSA E. LLAGUNO, ESQ. at (305) 579-0021
(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**

ABELAS' FOUNDATION, INC.

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

(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):

ABELA'S FOUNDATION, INC.

(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)**

ARTICLE 2- NATURE OF BUSINESS & PURPOSE

ARTICLE 3- ADDRESS & REGISTERED AGENT

ARTICLE 5- OFFICERS & DIRECTORS

ARTICLE 6 - INCORPORATOR

ARTICLE 7 - DEDICATION AND DISTRIBUTION OF ASSETS

ARTICLE 8 - BYLAWS

ARTICLE 9 - AMENDMENTS TO ARTICLES OF INCORPORATION

(Attach additional pages if necessary)
(continued)

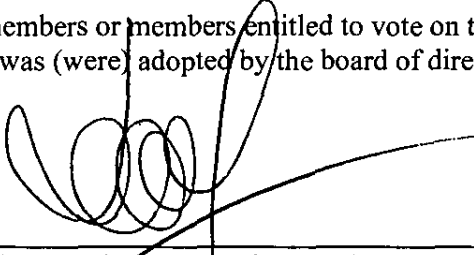
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
08 JUN 10 PM 2:00
FILED

The date of adoption of the amendment(s) was: MAY 21, 2008

Effective date if applicable: MAY 21, 2008
(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.)

Lourdes Seda

(Typed or printed name of person signing)

President, Board of Directors

(Title of person signing)

FILING FEE: \$35

**FIRST AMENDED ARTICLES OF INCORPORATION OF
ABELA'S FOUNDATION, INC.**

The undersigned, hereby adopt the foregoing Amended Articles of Incorporation formed under the laws of the State of Florida for Abela's Foundation, Inc., a Florida nonprofit corporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
08 JUN 10 10 2:01 AM
FILED

**ARTICLE I
NAME**

The name of the corporation shall be Abela's Foundation, Inc. ("the Foundation").

**ARTICLE II
NATURE OF BUSINESS & PURPOSE**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

The Foundation is formed for the following purposes:

(a) The objects and purposes for which this Foundation is formed and is to be administered are exclusively to promote and support charitable, scientific, literary, and educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and, without limitation of the foregoing:

- (i) to promote the advancement of learning;
- (ii) to aid, encourage, promote, and contribute to the education of children; to promote the scholarship, character or morality of, and provide educational advantages, opportunities and facilities, equipment and educational aides for such students; to aid and assist such students financially and otherwise in the improvement of their physical, mental, and moral well-being; to further sound learning by the establishment or financing of trust funds, fellowships, and scholarships incentives and awards for the benefit of such students;
- (iii) generally to carry on, either alone or in cooperation with or through the instrumentality of others, any and all activities in furtherance of one or more such objects;
- (iv) To carry out all other purposes permitted a nonprofit corporation exempt under section 501(c)(3) of the Code.

(b) Foundation grants or other financial support to entities and/or individuals that have a relationship to the Foundation shall require a four-fifths (4/5) vote of the full Board of Directors.

ARTICLE III
ADDRESS & REGISTERED AGENT

The street address of the registered office of the corporation shall be 9600 N.W. 38 Street, Suite 213, Doral, Florida 33178, and the name of the initial registered agent of the corporation at that address is Lourdes Seda. The Foundation may also have such offices at such other places within or without the State as the Directors may from time to time determine.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
OFFICERS & DIRECTORS

This corporation shall have four officers and eight directors. The name and street address of the Directors whose term expires in 2009 are:

- | | |
|------------------------------|---|
| 1. Lourdes Seda, President | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 3. Edwin Gonzalez, Treasurer | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 5. Juan Diego Trujillo | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 9. Rosario Yannuzzi | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 11. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 13. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 15. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |

The Directors whose terms expire in 2010 are:

- | | |
|-------------------------------|---|
| 2. Julio Seda, Vice President | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 4. Leticia Oliver, Secretary | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 6. Sylvia Bello | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 8. Xochitl Rieche | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 10. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 12. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |
| 14. _____ | 9600 N.W. 38 Street, Suite 213, Doral, FL 33178 |

Directors may be re-appointed or elected after their initial term as per the provisions contained within the Bylaws. Notwithstanding any other provision of the Articles of Incorporation or the Bylaws of the Foundation, as each Founding Board member's final term expires, s/he may become a member of the Board Emeritus. The Board Emeritus shall retain the power to oversee the actions of the Board of Directors and the Foundation and may, if necessary and with cause, remove any member of the Board of Directors not performing his or her duties.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

Lourdes Seda
9600 N.W. 38 Street, Suite 213
Doral, FL 33178

ARTICLE VII
DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Foundation 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 II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation.

Upon the dissolution of the Foundation, its assets shall be distributed for one or more exempt purposes to one or more organizations recognized as having exempt status under section 501(c)(3) of the Code. 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 Foundation 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. Notwithstanding any provision of these Articles of Incorporation or the Bylaws of the Foundation, a four-fifths (4/5) vote of the full Board of Directors shall be required to dissolve the Foundation.

ARTICLE VIII
BYLAWS

The Bylaws of the Foundation shall be adopted by the Foundation's Board of Directors and may be amended or rescinded in accordance with the applicable provisions of the Bylaws and by a majority vote of those present and voting at any meeting of the Board of Directors of the Foundation provided that Fifteen (15) days prior notice to all Directors has been given.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of those present and voting at any meeting of the Board of Directors of the Foundation provided that Fifteen (15) days prior notice to all Directors has been given. The amendments shall be filed with, and approved by, the Secretary of State of the State of Florida, as required by law.

IN WITNESS WHEREOF, the undersigned officer has executed these First Amended Articles of Incorporation this 21st day of May, 2008.

By Abela's Foundation

Its President



ARTICLE II
NATURE OF BUSINESS & PURPOSE

This corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, territory, or nation.

FILED
08 JUN 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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