

N08000005649

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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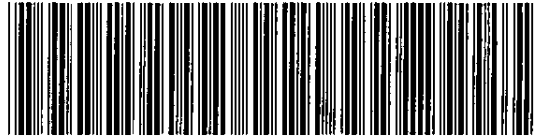
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 13 AM 11:05

FILED

Amend

TB

JUL 15 2009

BETANCOURT, MENA & ASSOCIATES

July 7, 2009

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

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

To whom it may concern:

Enclosed please find the Second Amended Articles of Incorporation for Abela's Foundation, Inc. These are submitted for filing.

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,



Maritza Betancourt, Esq.

MB/act
Encls.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Abela's Foundation, Inc.

DOCUMENT NUMBER: N08000005649

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

Please return all correspondence concerning this matter to the following:

Maritza Betancourt, Esq.

(Name of Contact Person)

Betancourt, Mena & Associates

(Firm/ Company)

19 West Flagler St, Ste 720

(Address)

Miami, Florida 33130

(City/ State and Zip Code)

marbetan@bmalawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maritza Betancourt, Esq. at (305) 579-0021
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy
(Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

FILED
2009 JUL 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Abela's Foundation, Inc.

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

N08000005649

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

F. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

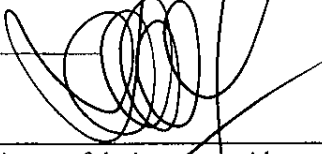
ARTICLE 2 - NATURE OF BUSINESS & PURPOSE

The date of each amendment(s) adoption: June 30, 2009

Effective date if applicable: June 30, 3009 *(date of adoption is required)*
(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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/7/09 

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)

**SECOND 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.

**ARTICLE I
NAME**

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

**ARTICLE II
NATURE OF BUSINESS & PURPOSE**

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 Second Amended Articles of Incorporation this 7th day of July, 2009.

By  Abela's Foundation

Its President