

NO8000005662

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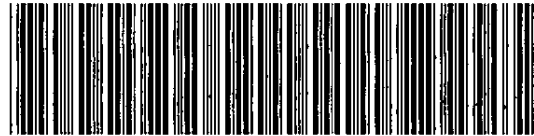
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08 JUL 28 AM 10:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend
@ 7/31/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EMILY C MOISES FOUNDATION CORP

DOCUMENT NUMBER: N08000005662

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

Please return all correspondence concerning this matter to the following:

JAVIER BANOS, ESQ

(Name of Contact Person)

JAVIER BANOS, ESQ P.A.

(Firm/ Company)

3400 CORAL WAY SUITE 601

(Address)

MIAMI, FL 33145

(City/ State and Zip Code)

For further information concerning this matter, please call:

JAVIER BANOS, ESQ

(Name of Contact Person)

at (305) 519-5581

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input checked="" 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 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 STATE
SECRETARY OF CORPORATIONS
08 JUL 28 AM 10:38

Articles of Amendment
to
Articles of Incorporation
of

EMILY C MOISES FOUNDATION CORP

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

N08000005662

(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):

(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)**

The TAX ID or IEN of the Corporation is 26-2791687

The Amended Articles are attached hereto and made part of this document.

(Attach additional pages if necessary)
(continued)

**Amended Articles of Incorporation of
EMILY C MOISES FOUNDATION CORP
A Florida Not for Profit Corporation
July 24th, 2008
ARTICLE ONE. NAME**

The name of this corporation is EMILY C MOISES FOUNDATION CORP.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and research and for other charitable purposes, and particularly to improve the quality of life of disable individuals.

The general purposes for which this corporation is formed are to operate exclusively for charitable, 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 the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article Third hereof. 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 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.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding 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 the purposes of this corporation."

ARTICLE FOUR. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. Membership is institutional, and is open to any educational institution for the developmentally disabled in Florida, paying dues as provided for in the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the directors may from time to time adopt. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE SIX. LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is Emily C Moises Foundation Corp, 3400 Coral Way, Suite 600, Miami, FL 33145.

The mailing address of the initial registered office of the corporation is Emily C Moises Foundation Corp, 3400 Coral Way, Suite 600, Miami, FL 33145.

The name of the initial registered agent at such address is Javier Banos, Esq.

ARTICLE SEVEN. INITIAL DIRECTORS

There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director are:

Alberto A. Moises
5643 NW 36 St
Miami Springs, FL 33166

Nieves I. Moises
5643 NW 36 St
Miami Springs, FL 33166

Alberto E. Moises
5643 NW 36 St
Miami Springs, FL 33166

Francisco Moises
5643 NW 36 St
Miami Springs, FL 33166

Logan Moises
5643 NW 36 St
Miami Springs, FL 33166

ARTICLE EIGHT. INCORPORATORS

The names and addresses of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

ARTICLE NINE. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named in Article Seven shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

Directors elected in the first election, and at all times thereafter, shall serve for a term of two years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

(b) Corporate Officers. The members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Chair: Alberto A. Moises

Vice-Chair: Nieves Moises

Secretary: Francisco Moises

Treasurer: Alberto A. Moises

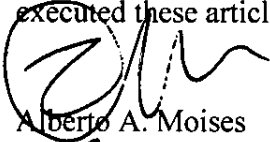
ARTICLE TEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up 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 nonprofit fund, foundation or corporation organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

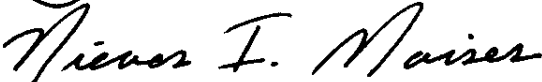
ARTICLE ELEVEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote, or by a petition signed by one-third of the members of the corporation. Amendments may be adopted by the vote of two-thirds of the members of the corporation.

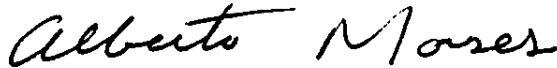
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on December 1, 1986.



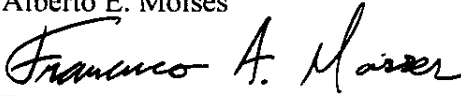
Alberto A. Moises



Nieves I. Moises



Alberto E. Moises



Francisco Moises



Logan Moises

The date of adoption of the amendment(s) was: 07/24/2008

Effective date if applicable: 06/12/2008
(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.)

ALBERTO A MOISES

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

FILING FEE: \$35