

2011年02月02日 (木) 12:58

GUIDA & JIMENEZ

FAX 813 9358721

P. 001

Division of Corporations

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Florida Department of State
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Articles of Amendment
to
Articles of Incorporation
of

ROSINA CHARITABLE FOUNDATION, INC.

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

N09000000194

(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:

NA

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)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

NA

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

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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>
	NA		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

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

REFER TO ATTACHED DOCUMENT FOR DETAILS OF AMENDED ARTICLE III

AMENDED ARTICLE ARTICLE III IS FOUR PAGES LONG

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The date of each amendment(s) adoption: JANUARY 28, 2011

(date of adoption is required)

Effective date if applicable: SAME

(no more than 90 days after amendment file date)

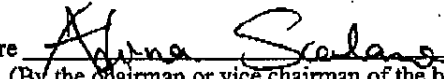
Adoption of Amendment(s)

(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 January 28, 2011

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)

Adina Scolaro

(Typed or printed name of person signing)

President & Director

(Title of person signing)

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ARTICLE III
PURPOSES

Said organization is organized 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 corresponding section of any future federal tax code.

1. Permitted Activities - The general nature and the object and purpose of this corporation shall be to function as a private foundation; subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, benevolent, educational, historical, civic, patriotic, religious, cultural, athletic, scientific, agricultural, horticultural, and animal husbandry, and either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell and develop real estate and deal in real property of every description; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

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2. Prohibited Activities - This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will 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, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law, or

In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to on behalf of the corporation:

- a) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.
- b) Carry on propaganda or to attempt to lobby on influence legislation.
- c) Intervene in any political campaign or to endorse any candidate for public office.
- d) Do any of the following:
 - i. Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;
 - ii. Pay excessive salaries or other compensation over a reasonable allowance to;
 - iii. Make any part of the Corporation's services available on a preferential basis to;
 - iv. Make substantial purchase of securities or other property for less than adequate consideration from;

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- v. Sell any substantial part of the property of the Corporation for less than an adequate consideration; or
- vi. Engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of Fifty-One percent of the total combined voting power of such corporation.

- vii. Engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.
- viii. Retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
- ix. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code.
- x. Make any "taxable expenditures", as defined in Section 4945 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
- xi. Issue loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by a Corporation to its directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest, except a

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loan by one corporation which is exempt from federal income taxation under Section 501 (c)(3) of the Code, to another corporation which is exempt from federal income taxation under Section 501 (c)(3) of the Code.

3. Required Income Distributions - During the period it is a "private foundation" as defined in Section 509, this Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).
4. Dissolution - In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida Statutes, Section 617.1406.

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