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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
#2005  
5/22/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Nuna "Kidz" Foundation Inc.

**DOCUMENT NUMBER:** N09000001858

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

Please return all correspondence concerning this matter to the following:

Jarkeshia Callaway

(Name of Contact Person)

Nuna "Kidz" Foundation Inc.

(Firm/ Company)

P.O Box 012893

(Address)

Miami, Florida 33101

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Jarkeshia Callaway at ( 305 ) 213-7951  
(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:

\$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

**Nuna "Kidz" Foundation Inc.**

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

**N09000001858**

(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:**

N/A

*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 )*

N/A

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

N/A

**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:

N/A

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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The date of each amendment(s) adoption: 5/4/2009

Effective date if applicable: 5/4/2009  
*(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 \_\_\_\_\_

Signature (see last page)

(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)

**Jarkeshia Callaway**

\_\_\_\_\_  
(Typed or printed name of person signing)

**Director/President**

\_\_\_\_\_  
(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME/REGISTERED OFFICE**

The name of this corporation shall be: Nuna "Kidz" Foundation Inc.

**ARTICLE II**

The corporation's registered office is located at: 114 SW 225 Street, Miami Florida 33170. Mailing Address: P.O. Box 012893, Miami, Florida 33101

**ARTICLE III  
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall provide support to kids whose parents have died from being affected by HIV/AIDS through Scholarships, School supplies, Uniforms, Counseling, Social Actives and transportation services. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV  
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Directors or Officers of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propoganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision 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, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE V DIRECTORS/MEMBERS**

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Jarkeshia Callaway - Director, 11411 SW 225 Miami, Florida 33170,

Jacqueline Uddin – Secretary, 1601 NW 42 Street Miami, Florida 33142,

Tamia Milendez 260 Perviz Avenue #31, Opa-Locka Florida 33054,

Caron Dixon – Treasurer, 26309 SW 136 Place, Homestead, Florida 33032,

Lakeisha Terrell, 19630 NE 1 Place, Miami Florida 33179.

#### **ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII  
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 corporation 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.

**ARTICLE VIII  
INCORPORATOR**

The incorporator of this corporation is: Jarkeshia Callaway 11411 SW 225 Street, Miami Florida 33170.

The undersigned incorporator certify both that she executes these Articles for the purposes herein stated, and that by such execution, she affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she is subject to the criminal penalties for perjury set forth in Florida Statutes 617.1006 as if this document had been executed under oath.

5-19-09 Jarkeshia Callaway signature  
Date