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Amey
9/11/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VISION RESTAURACION INC

DOCUMENT NUMBER: N09000003020

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

Please return all correspondence concerning this matter to the following:

RAMON MORENO

(Name of Contact Person)

VISION RESTAURACION INC

(Firm/ Company)

10287 WATER HYACINTH DR

(Address)

ORLANDO, FL 32825

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

RAMON MORENO

(Name of Contact Person)

at (407) 340-0047

(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

VISION RESTAURACION INC

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

N09000003020

(Document Number of Corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: 08/17/2009
(date of adoption is required)

Effective date if applicable: _____
(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 08/17/2009

Signature Ramon Moreno
(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)

RAMON MORENO
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Articles of Incorporation

The undersigned incorporator, natural person 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617.01201, adopt(s) the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be VISION RESTAURACION Inc.

The corporation's registered office is located at:

10287 Water Hyacinth Dr

Orlando, FL 32825

ARTICLE II: PURPOSES OF THIS MINISTRY

This corporation is organized exclusively for Religious, Charitable, Counseling and Community Services.

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 operate exclusively for religious, charitable, benevolent, literary, cultural, and educational purposes, including but not limited to: advancing a philosophy of inclusion that embraces the basic tenets of cultural pluralism: promoting cultural and ethnic diversity as a national strength; fostering equity for all regardless of race, ethnicity, color national origin, ancestry, gender, religion, age, socioeconomic status, marital status, language, disability, or immigration status;; promoting professional and social exchanges between persons with an interest in multicultural education from all academic disciplines and from diverse educational institutions and occupations; and representing and addressing the needs of the multicultural education community.

[All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.]

Continuation of:

ARTICLE II: PURPOSES OF THIS MINISTRY

In addition, Vision Restauracion, Inc. is to promote and support Education that is Multicultural as a means of achieving the academic potential of every learner in the organization by 1) sharing knowledge and resources; 2) fostering an appreciation for diversity; and 3) advocating for educational equity.

The Organization shall have, in furtherance of the aforesaid purposes, all of the powers conferred upon corporations organized pursuant to the provisions of Florida's Nonprofit Corporation Law and the laws governing Vision Restauracion, Inc.

ARTICLE III: 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 Director or officer 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 propaganda 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 IV: 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:

Title:	OFFICERS AND DIRECTORS:	ADDRESSES:
President	Ramon Moreno	10287 Water Hyacinth Dr. Orlando, FL 32825
Vice-President	Ismael Gonzalez	412 Short Pine Cir. Orlando, FL 32825
Secretary	Martin J Santos	10287 Water Hyacinth Dr. Orlando, FL 32825
Treasurer	Alberto Zayas	2814 Curry Village Ln. Orlando, FL 32822
Vocal	Noel Garcia	11245 Spinning Reel Cr. Orlando, FL 32825
Vocal	Ramon Maysonet	9868 Aloma Bend Ln. Oviedo, FL 32765

ARTICLE V: OFFICERS

Section 1. Officers.

The Officers of the Organization shall be a President, a Vice President, a Secretary, a Treasurer, and Three Vocals, (a Parliamentarian, and/or other) officers as deemed advisable from time to time by the Board of Directors.

Section 2. Election and Terms.

The term of an Officer is two years. Terms will be staggered to ensure there is not a full turnover of Officers in any given year. (Ex.: Pres. elected by the 1st. of January of the current year. The Vice-Pres. should be elected by the 1st. of July of that current year-six (6) months apart). The term of an Officer can also expire by her or his resignation or removal in accordance with these bylaws. Officers are not eligible to succeed themselves after two consecutive terms in the same office.

Continuation of:

ARTICLE V: OFFICERS

Section 3. Vacancies.

If the office of President becomes vacant, the Vice President will assume the duties of President for the unexpired term. If the office of Vice President becomes vacant, the Board of Directors will elect one of its members for the unexpired term. If any other office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term. Service in an office for the unexpired term does not make the officer ineligible for nomination or election to that office or any other office for two full consecutive terms.

Section 4.

All of the Officers of the Organization will serve without compensation, but may be reimbursed for necessary and appropriate expenses upon approval by the Board of Directors.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. Duties of the President.

The President is the chief operating officer of the Organization and presides at meetings of the Board of Directors and the Membership. The President supervises the affairs of the Organization in accordance with all policies and directives approved by the Board of Directors. Unless otherwise provided in these bylaws or by the Board of Directors, the President will appoint the chairperson and members of each committee of the Organization and may appoint special assistants or consultants as she or he deems necessary and appropriate. Special assistants and consultants will serve without compensation.

Section 2. Duties of the Vice President.

The Vice President chairs or co-chairs the Membership Committee. In addition, she or he performs other duties as the Board of Directors may assign and assumes the duties of the President when the President is unable to perform his or her duties or absent from meetings at which the President would reside.

Section 3. Duties of the Secretary.

The Secretary keeps minutes and records of all meetings of the Organization, the Board of Directors, and the Executive Committee of the Board of Directors; keeps the roster of membership of the Organization; receives and keeps as property of the Organization all documents, addresses, and reports to and of the Organization; gives all notices as required by these bylaws or by law; and generally performs all duties customary to the Office of Secretary.

Continuation of:

ARTICLE VI: DUTIES OF OFFICERS

Section 4. Duties of the Treasurer.

The Treasurer receives and supervises (along with the President) the safekeeping and expenditure of the funds and investments of the Organization; prepares and distributes budget reports at appropriate meetings of the Board of Directors or Members; supervises the procedures of receipt, collection, recording, and safekeeping of all funds as well as the procedures for disbursements in the books of the Organization; and deposits all monies and other valuable effects in the name of the Organization in such depositories selected by the Board of Directors. The Treasurer shall make the financial books and records of the Organization available for examination and audit by independent accountants.

Section 5.

In addition to the duties and powers provided in these bylaws, the Officers shall exercise such powers and perform such duties as determined appropriate and necessary by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. General Powers and Duties.

The powers of the Organization will be exercised by the Board of Directors. The Board of Directors will control, formulate policy for, and administer the affairs of the Organization during the periods between annual and special meetings of the Members. The Board of Directors may appoint and define the duties of chapter staff members, each of whom will serve at the pleasure of the Board. The Board will have the power to determine the registered representative and registered office of the Organization. The Board of Directors have, and may exercise, any and all powers provided in the Articles of Incorporation and Florida's Nonprofit Corporation Law that are necessary to carry out the purposes of the Organization.

Section 2. Composition of the Board of Directors.

- A.** The Board of Directors consists of at least seven (7) Members. Each Member on the Board has one vote at meetings of the Board of Directors (except for the President who would only vote in the event of a tie to break the deadlocked) at which they are present.

B. The Board of Directors is composed of:

1. The President, Vice President, Consultant, Secretary, Treasurer.
2. Two (2) representatives (vocals) elected at-large; and
3. The Board of Directors may appoint standing and ad hoc committees as needed.
4. Additional members as deemed necessary and appropriate by the President or Board of Directors.

Section 4. Resignation

A member of the Board of Directors may resign at any time by providing 30 days written notice to the President.

Section 5. Removal

After prior written notice and an opportunity to be heard before the Board of Directors, a member of the Board can be removed by a three-quarters (3/4) vote of the other members of the Board at a special meeting called for that purpose. Failure to attend three (3) consecutive meetings of the Board of Directors may constitute automatic removal without notice. In addition, actions against Vision Restauracion, Inc. or their respective missions or other behaviors deemed detrimental to Vision Restauracion, Inc. by the Board may be grounds for removal.

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

Regular meetings of the Board of Directors will be held no fewer than four (4) times each year.

Section 2.

Written notice of all regular meetings shall be sent to the Board of Directors at least ten (10) days prior to the meeting date.

Section 3.

Special meetings may be called at the request of one-third (1/3) of the members of the Board or at the request of the President upon notice of five (5) days. The notice must state with particularity the item(s) of business to be considered at the special meeting. No other business will be conducted at the special meeting other than that specified in the notice.

Continuation of:

ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

Section 4.

Notice of a meeting of the Board of Directors will specify the date, time, and place of the meeting and include a tentative agenda. Notice must be delivered personally to each member of the Board or via postal or electronic mail.

Section 5.

The presence of fifty percent plus one (50% + 1) of the members of the Board will constitute a quorum for the transaction of business.

Section 6.

Except as otherwise provided by law, the Articles of Incorporation or these bylaws, all matters before the Board of Directors will be decided by a majority vote of the members of the Board present at a meeting at which a quorum is established.

Section 7.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all members of the Board and a simple majority consent to such action in writing or by electronic mail. Such consent shall have the same force and effect as a vote of the Board of Directors at a meeting and will be described as such in any document executed by the Organization.

Section 8.

Any member of the Board of Directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or of communications by which all participants in the meeting are able to hear one another, or by proxy, and such participation will constitute presence in person at the meeting.

Section 9.

Minutes of the proceedings of the Board of Directors and the Executive Committee will be open to inspection by any member of the Organization.

Section 10.

Members of the Organization may attend all meetings of the Board of Directors and will have a voice, but not a vote, when so attending.

ARTICLE IX: COMMITTEES OF THE BOARD

Section 1.

The standing and ad hoc committees of the Organization shall be as follows
(The board may appoint standing and ad hoc committees as needed):

- A. Executive Committee
- B. Correspondence Committee
- C. Benevolence Committee
- D. Ministers Committee

ARTICLE X: ELECTIONS

Section 1.

The nomination of candidates for officers and at-large members of the Board of Directors of the Organization will be by application to the Nominating Committee. Each application may propose nominees for one or more offices. A biographical résumé and statement prepared by or on the behalf the nominee, indicating qualifications for office sought, including the nominee's activities in multicultural education, his pastoral recommendation letter, and if any community services, must be submitted to the Committee.

Section 2.

The Nominating Committee will nominate at least one (1) member in good standing for each office or at-large position up for a election. The Committee will make its nomination report to the members of the Organization through mailed ballots prior to the annual meeting and conference. Members may write in candidates on the ballot.

Section 3.

Individual members of the Organization may cast (1) one vote for each office or at-large position up for election by returning the ballot to the Chair of the Nominating Committee or another member of the Committee as designated by the Chair. Institutional members may cast two (2) votes.

Continuation of:

ARTICLE X: ELECTIONS

Section 4.

The results of the election of officers and members of the Board of Directors will be announced to membership not later than July 15th of the current year.

Section 5.

The Executive Committee will review and announce annually the election schedule for the following year.

ARTICLE XI: CHAPTERHOOD

Section 1.

If the Organization is a member of a Regional Chapter of Vision Restauracion Inc. and as such is represented on the national Board of Directors by the President, and/or who the president or Board of Directors nominates to that position.

Section 2.

The Organization will:

- A. report on chapter activities to the Regional Director and at meetings of the national Board of Directors;
- B. report on the chapter's financial activities to the Regional Director and at meetings of the national Board of Directors; and
- C. conduct any and all activities appropriate to advance the principles and objectives of Vision Restauracion Inc. consistent with these bylaws.

Section 3.

The President will assist the Regional Director in carrying out her or his responsibilities, coordinate submission of state chapter reports to the Regional Director and the national Board of Directors, and perform such other duties as may be assigned by the national Board of Directors.

ARTICLE XII: OPERATIONAL PROVISIONS

Section 1.

All checks, drafts, or other orders for the payment of money issues in the name of the Organization shall be signed by the President, and/or two other signatures, as designated by the Board of Directors. Expenditures greater than two hundred (\$200) dollars necessitate Board or Executive Committee approval. All such orders shall be reported to the Treasurer within forty-eight (48) hours.

Section 2.

All funds of the Organization not otherwise employed shall be deposited in a timely manner to the credit of the Organization in such banks, trust companies, and other depositories as selected by the Board of Directors.

Section 3.

The Board of Directors will approve and adopt a budget for the Organization each year.

Section 4.

The Organization will keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and of any committee having the authority of the Board of Directors.

Section 5.

The fiscal year of the Organization begins with the first day of July and ends on the thirtieth day of June each year.

Section 6.

The Organization must provide an annual tax report and file appropriate forms.

ARTICLE XII: DEBT OBLIGATIONS AND PERSONAL LIABILITY

Upon approval of a majority of disinterested members of the Board of Directors, Board Members and Officers and former Board Members and Officers of the Organization may be indemnified for the expenses of defending actions arising against them by virtue of their being or having been such Director or Officer, provided they are found not liable or, if found liable, acted in good faith or without reasonable cause to believe her or his conduct was unlawful.

[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 XIV: AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any meeting of the Organization by a two-thirds (2/3) vote of the members, provided that notice of the proposed amendment or amendments are mailed to the membership at least fourteen (14) days before the meeting.

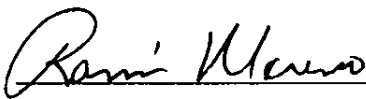
ARTICLE XV: DISSOLUTION

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.

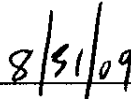
ARTICLE XVI INCORPORATOR

The incorporator of this corporation is: Ramon Moreno

The undersigned incorporator certify(ies) both that she execute(s) these Articles for the purposes herein stated, and that by such execution, she affirm(s) 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 617.01201 as if this document had been executed under oath.



Signature



Date