

N09000004830

Clerical Haven, Incorporated  
(Requestor's Name)

Diana Broadbelt-Thomas  
(Address)

164 N. Powerline Road  
(Address)

Pompano Beach, FL  
(City/State/Zip/Phone #) 33069

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☐ WAIT

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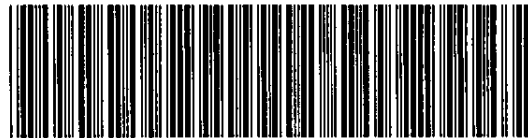
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Amendment

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 9, 2015

DIANA BROADBELT-THOMAS  
CLERICAL HAVEN, INCORPORATED  
164 N. POWERLINE ROAD  
POMPANO BEACH, FL 33069

SUBJECT: 47 MILLION REASONS HEALTHCARE MOVEMENT INC.  
Ref. Number: N09000004830

We have received your document for 47 MILLION REASONS HEALTHCARE MOVEMENT INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 615A00023639

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
47 MILLION REASONS HEALTHCARE MOVEMENT, INC.

Corporation's Document Number  
N09000004830

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statute, this Florida Not-for-Profit Corporation hereby adopts the following amendment(s) to its Articles of Incorporation:

**ARTICLE III**  
**PURPOSE**

Section 3.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. The corporation is organized exclusively for charitable, scientific, literary or educational purposes, including, to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes, 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 now exist or as they may hereafter be amended.

Section 3.2. The specific purpose of the organization is: we are a Non-Profit Movement established to create Health and Wellness Awareness, to Educate the insured as well as uninsured on Healthcare issues, to provide Education on Proper Nutrition and Encourage people to eat healthy, to help people gain Access to Healthcare, to create Direct Preventive (Primary Care) and Wellness facilities, and to provide organic farms for people in the community.

Section 3.3. The Corporation shall have the power, either directly or indirectly, wither alone on in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

**ARTICLE IV**  
**DIRECTORS AND MANNER OF ELECTION**

Section 4.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

Section 4.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

Section 4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

Section 4.1.3. Organization of a subsidiary or affiliate by the Corporation.

Section 4.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2. The Board of Directors shall consist of the following members elected in accordance with this Section 4.2, 4.3 and the Bylaws:

NAME	TITLE	ADDRESS
JORGE L SORIA	CHAIRMAN / DIRECTOR	P.O. Box 211791 Royal Palm Beach, FL 33421
SONIA VALDES	CEO / DIRECTOR	8906 W. Flagler Street, #218 Miami, Florida 33174
LOUIS SORIA JR.	ASSISTANT TREASURER / DIRECTOR	9300 61 <sup>st</sup> Way, A Boca Raton, FL 33428
BEVERLY ROTHSTEIN	SECRETARY / TREASURER / DIRECTOR	P.O. Box 211791 Royal Palm Beach, FL 33421
CALVIN JAMES JR.	ASSISTANT SECRETARY	P.O. Box 211791 Royal Palm Beach, FL 33421
GLENSON THOMAS	DIRECTOR	3470 NW 5 Court Fort Lauderdale, FL 33311
DAVID M ATLAS	DIRECTOR	8346 7 <sup>th</sup> Place South West Palm Beach, FL 33411

Section 4.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than one (1) month before the expiration of the next elected Director. However, the term of office of the Chairman shall be twenty (20) years.

## **ARTICLE VII**

### **NON-STOCK CORPORATION**

The Corporation is organized on a non-stock basis under the Florida Not for Profit Corporation Act and may not issue certificates of Membership. There shall be membership fees. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time. The Corporation shall have perpetual existence unless dissolved pursuant to law.

## **ARTICLE VIII**

### **LIMITATIONS**

Section 8.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 8.2. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 8.3. The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8.4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8.5. The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8.6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8.7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8.8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE IX** **DISSOLUTION**

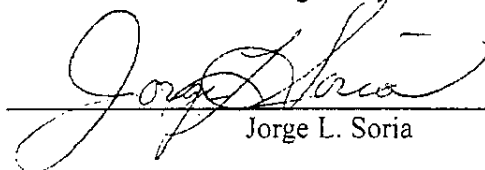
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where 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 X** **AMENDMENT /BYLAWS**

These Articles of Incorporation may be amended in the manner and with the vote prescribed by or in accordance to state and federal laws for exempt organizations. Each amendment shall be approved by the majority vote of the Board of Directors. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval on November 01, 2015.

Signed by:

  
\_\_\_\_\_  
Jorge L. Soria