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*Amend*

2010 JUL 16 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*ADP*  
*7/19/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** OUR FATHER FOUNDATION, INC.

**DOCUMENT NUMBER:** N09000005103

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

Please return all correspondence concerning this matter to the following:

OLGA GONZALEZ

(Name of Contact Person)

(Firm/ Company)

1395 BRICKELL AVENUE, #690

(Address)

MIAMI, FLORIDA 33131

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

OLGA GONZALEZ

(Name of Contact Person)

at ( 786 ) 326-8825

(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

FILED

2010 JUL 16 PM 2:56

OUR FATHER FOUNDATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

(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)

**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)

(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

**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>
_____	_____	_____	<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)*

ARTICLE II PURPOSE:

SHALL BE AMENDED TO READ AS FOLLOWS:

See sheet attached

The date of each amendment(s) adoption: 5/22/2009  
(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 07/13/2010

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)

OLGA GONZALEZ  
(Typed or printed name of person signing)

SECRETARY  
(Title of person signing)

**ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION  
OF  
OUR FATHER FOUNDATION, INC.  
( A NON PROFIT CORPORATION )**

Pursuant to the provisions of Section 617.1006 the Florida Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is:

**OUR FATHER FOUNDATION, INC.**

2. Amendments adopted: The entire corporation shall be amended to read as follows:

**ARTICLE II  
PURPOSES**

To make young children aware and involved in issues occurring in today's society.

Our Fathers projects mission is to install awareness of educational, spiritual and recreational activities in today's youth by using would wide web to read to learn, share knowledge, and be aware to actively seek global awareness for the future.

To develop several and specialized programs dedicated to the identification and nurtuence of creative potential in disciplines such as family orientation through visual expressions and literature globally.

To support the criteria that the arts can intervene and function as means of social improvement.

To do programs through exhibitions, performances, on-line programs and community outreach. To promote the richness society and the ambiance, and make of this center a landmark of international attraction about young youth.

The purpose is to help in bringing together the community by involving leaders, educators, and art advocates in a supportive manner both publicly and privately.

Said organization is organized exclusively for charitable, religious, educational, and scientific purpose, including, for such purposes, the making of distributions to organizations that quality as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III**  
**QUALIFICATION OF MEMBERS**

The membership of the corporation shall consist of persons who qualify to the requirements set up by the officers on a non discriminating basis. Admission to membership shall be upon approval by 75% vote of the existing members.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE V**  
**SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO TOLEDO	3466 S.W. 151 <sup>st</sup> Court Miami, Florida 33185
GEMA TOLEDO	3466 S.W. 151 <sup>st</sup> Court Miami, Florida 33185
ROBERTO E. GRANDAL	3697 S.W. 153 <sup>rd</sup> Place Miami, Florida 33185

**ARTICLE VI**  
**OFFICERS**

The officers of the corporation shall be a President, a Secretary, a Treasurer and other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICERS</u>
ROBERTO TOLEDO	President
GEMA TOLEDO	Vice-President
ROBERTO E. GRANDAL	Treasurer
OLGA B. GONZALEZ	Secretary

LOURDES GRANDAL

Secretary

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

3466 S.W. 151st Court  
Miami, Florida 33185

The name of the initial registered agent of this corporation at that address is:

ROBERTO TOLEDO

**ARTICLE VIII**  
**MAILING ADDRESS**

The mailing address of the corporation is:

3466 S.W. 151st Court  
Miami, Florida 33185

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual hearing and meeting of the corporation are:

**NAME**

**ADDRESS**

ROBERTO TOLEDO

3466 S.W. 151<sup>st</sup> Court  
Miami, Florida 33185

GEMA TOLEDO

3466 S.W. 151<sup>st</sup> Court  
Miami, Florida 33185

ROBERTO E. GRANDAL

3697 S.W. 153<sup>rd</sup> Place  
Miami, Florida 33185

OLGA GONZALEZ

4504 S.W. 159<sup>th</sup> Avenue  
Miami, Florida 33185

LOURDES GRANDAL

3697 S.W. 153<sup>rd</sup> Place  
Miami, Florida 33185

#### **ARTICLE X** **BY-LAWS**

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

#### **ARTICLE XI** **AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the corporation called for the purpose by a two thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the By-Laws of intention to submit such amendments.

#### **ARTICLE XII** **NON-PROFIT STATUS**

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the State of Florida governing proper payments for non-profit corporations.

#### **ARTICLE XIII**

## **INDEBTEDNESS**

The highest amount of indebtedness of liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

## **ARTICLE XIV** **DUES**

The amount of yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

## **ARTICLE XV** **POWER**

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase or bequest, and hold and dispose of such property as the corporation shall require, for the benefit of the members and not for pecuniary profit. It shall also have the right and the power to sell or dispose of any assets of the corporation, including publication rights to any articles or publications approved by the corporation. In order to promote the purposes of this corporation, it may engage in any legal business activity for purposes of raising revenue for the herein non profit corporation. These powers do not exclude the powers enumerated in FS 617.021.

## **ARTICLE XVI** **MEETINGS**

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the By-Laws.

The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meeting and shall provide notice of all such meetings.

Fifty per cent plus one of the members shall constitute a quorum for the holding of any meeting.

## **ARTICLE XVII** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining

after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or to the Federal Government, or to the State or local government, for a public purpose, which said purpose shall be in conformity with the purpose of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation

3. The number of shares voted in favor of such amendment was one hundred (100), and the number of shares voted against such amendment was none.

4. The amendments were adopted on the 7th day of July 2009.

5. The amendments were duly approved by the members in accordance with section 617.1006.

DATED: July 7, 2009

BY: 

**ROBERTO TOLEDO,**  
as President

ATTEST: 

**GEMA TOLEDO,**  
as VP

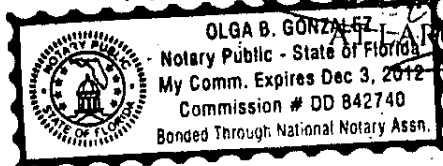
STATE OF FLORIDA )  
( SS  
COUNTY OF MIAMI-DADE )

**BEFORE ME**, the undersigned authority, personally appeared **ROBERTO TOLEDO AND GEMA TOLEDO** as President and Vice President., who are to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth, that I relied upon the following form \_\_\_ of identification of the above-named persons: Valid Florida Driver's Licenses and that an oath (was) (was not) taken.

**IN WITNESS WHEREOF**, We have hereunto set our hands and official seal, at Miami, in the said County and State this 7th day of July, 20 09.

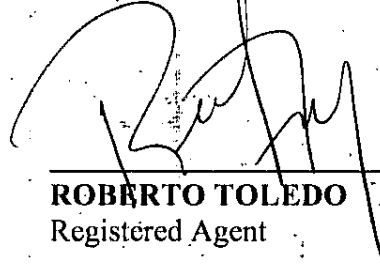
  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF REGISTERED AGENT**

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**ROBERTO TOLEDO**  
Registered Agent

Dated: 7/7/09