

## Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000174516 3)))



H100001745163ABCZ

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 617-6380

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please**

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 AUG - 2 AM 10:48

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MARIA REINA USA FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

RECEIVED

2010 AUG - 2 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H10000174516

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MARIA REINA USA FOUNDATION, INC.  
Document number of corporation: N09000006394

FILED  
2010 AUG - 2 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, MARIA REINA USA FOUNDATION, INC., adopts the following amendment(s) to its Articles of Incorporation:

The previously filed articles are replaced in its entirety by the ones attached hereto and made a part hereof consisting of five (5) pages.

These amendment(s) were adopted on July 15, 2010, at a meeting of the Board of Directors of MARIA REINA USA FOUNDATION, INC. and the votes cast were sufficient for approval. There are no shareholders for this corporation.



Farid Jattin, its President



Diana Pulido, its Secretary

H10000174516

**ARTICLES OF INCORPORATION OF**  
**MARIA REINA USA FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**Article One**

**Name**

The name of the corporation is as follows: MARIA REINA USA FOUNDATION, INC.

**Article Two**

**Address**

The address of the principal office and the mailing address of the corporation is 531 SW 42 Avenue, Suite 116, City of Miami, Miami-Dade County, State of Florida 33134.

**Article Three**

**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 531 SW 42 Avenue, Suite 116, City of Miami, Miami-Dade County, State of Florida 33134. The name of its initial registered agent at that address is Farid Jattin.

**Article Four**

**Members**

The Corporation will have one or more classes of members, who will be admitted in the manner as set forth in the Bylaws. The members will have the rights and privileges that are set forth in the Bylaws. Twenty-five percent (25%) of all voting members will constitute a quorum. The Corporation will not issue shares of stock.

**Article Five**

**Not-for-Profit**

THIS DOCUMENT PREPARED BY:

Law Offices of LUIS E RIVERA  
P. O. Box 144874  
Coral Gables, Florida 33114  
(305) 444-6506

Florida Bar No. 311049

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

#### Article Six

##### Duration

The duration (term) of the corporation is perpetual.

#### Article Seven

##### Purposes

The corporation is organized, and shall be operated exclusively for charitable, religious, scientific, educational or benevolent purposes.

#### Article Eight

##### Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

#### Article Nine

#### Immunity Status

It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 U.S.C.A. §2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax-exempt status.

#### Article Ten

##### Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

#### Article Eleven

##### Tax-Exempt Status

It is intended that the Corporation has, and will continue to have, the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article Twelve

##### 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, distribute all of the assets of the corporation exclusively for charitable, religious, scientific, educational or benevolent

purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

#### **Article Thirteen**

##### **Board of Directors**

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### **Article Fourteen**

##### **Officers**

The officers of the corporation may consist of a Chairman, one or more Vice Chairman, a Secretary, a Treasurer, and any other officers and assistant officers as may be provided for in the Bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the Bylaws or by law.

#### **Article Fifteen**

##### **Incorporators**

The name and street address of each incorporator is as follows: Farid Jattin, 467 SW 90 Court, Miami, Florida 33174.

#### **Article Sixteen**

##### **Bylaws**

The Bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### **Article Seventeen**

##### **Amendment**

H10000174516

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

#### Article Eighteen

##### Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### Article Nineteen

##### Commencement of Corporate Existence

The date when corporate existence shall commence is upon the filing of these articles of incorporation with the Division of Corporations, Florida Department of State.

W15471000014