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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEART AND SOUL YOUTH RE-DEVELOPMENT PROGRAM, INC.**

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May 3, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HEART AND SOUL YOUTH RE-DEVELOPMENT PROGRAM, INC.
P.O BOX 527771
MIAMI, FL 33152

SUBJECT: HEART AND SOUL YOUTH RE-DEVELOPMENT PROGRAM, INC.
REF: N10000005417

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please accept our apology for failing to mention this in our previous letter.

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

Annette Ramsey
Regulatory Specialist II

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2012 MAY -3 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HEART AND SOUL YOUTH RE-DEVELOPMENT PROGRAM, INC.,
(Filed with the Florida Dept. of State under No. N1000005417)

THE UNDERSIGNED, being the sole incorporator of **HEART AND SOUL YOUTH RE-DEVELOPMENT PROGRAM, INC.**, a Florida not-for-profit corporation (the "Corporation"), pursuant to the provision of Section 617.1006, Florida Statutes, hereby adopts the following amended and restated Articles of Incorporation:

Article I
NAME

The name of this corporation shall be Heart and Soul Youth Re-Development Program, Inc. (the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is 1701 NW 41st Street, Miami, FL 33142.

Article III
PURPOSE

This Corporation is a non-profit corporation, organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as such may be amended from time to time (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. The Corporation is created to provide at-risk youth with alternative methods in dealing with stress through structured exercise and activities.

Article IV
MANNER OF ELECTION

The manner of election of directors shall be regulated by the Bylaws.

Article V
INITIAL DIRECTORS AND/OR OFFICERS

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The affairs of this Corporation shall be managed by the Board of Directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation. The following individual is hereby appointed to serve as the initial member of the Board of Directors of the Corporation and shall serve until the first annual meeting of directors or until his successor has been duly elected and qualified:

FRANCISCO NAZARIO
1701 NW 41st Street
Miami, FL 33142

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is:

FRANCISCO NAZARIO
1701 NW 41st Street
Miami, FL 33142

Article VII
INCORPORATOR

The name and address of the sole Incorporator of this corporation is:

YASMIN MENDOZA
205 ANSIN BLVD.
HALLANDALE, FL 33009

Article VIII
AMENDMENT

There are no members of the Corporation entitled to vote on any proposed amendment to the Articles of Incorporation. Accordingly, the Articles of Incorporation may be altered, amended, restated, or repealed, and new Articles of Incorporation may be adopted, by the sole Director of this Corporation.

Article IX
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article X
FISCAL YEAR

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The fiscal year for the Corporation shall be the calendar year January 1 through December 31.

Article XI
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

Article XII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XIII
ADOPTION OF AMENDED ARTICLES OF INCORPORATION

These Articles of Amendment were adopted on April 23, 2012, by the Directors of the Corporation.

SIGNATURE PAGE FOLLOWS

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IN WITNESS WHEREOF, since there are no members or members entitled to vote on these amendments, the undersigned, being the sole Incorporator of this Corporation, has executed these Articles of Amendment to Articles of Incorporation on this 23 day of APRIL, 2012.


YASHIN MENDOZA

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Heart and Soul Youth Re-Development Program, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.



FRANCISCO NAZARIO

Dated: 11 APRIL, 2012

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