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NOV 17 P 2 44
TAMPA, FLORIDA

NOV 22 2017
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HISPANIC FACTOR FOUNDATION, INC.

DOCUMENT NUMBER: N10000006831

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

Please return all correspondence concerning this matter to the following:

JADIR HERNANDEZ

Name of Contact Person

HISPANIC FACTOR FOUNDATION, INC.

Firm/ Company

14750 SW 26TH STREET, SUITE 203

Address

MIAMI, FL 33185

City/ State and Zip Code

jadir@hispanicfactor.org

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

For further information concerning this matter, please call:

JADIR HERNANDEZ

at (305) 610 1479

Name of Contact Person

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2017

JADIR HERNANDEZ
14750 SW 26 ST STE 203
MIAMI, FL 33185

SUBJECT: HISPANIC FACTOR FOUNDATION, INC.
Ref. Number: N10000006831

We have received your document for HISPANIC FACTOR FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 517A00021788

RECEIVED
17 NOV 17 AM 12:03
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

HISPANIC FACTOR FOUNDATION, INC.

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

N10000006831

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

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

(Florida street address)

New Registered Office 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

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NOV 17 P 2 44
HISpanic Factor Foundation, Inc.

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner: Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See attached Articles of Amendment to Articles of Incorporation

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 10/09/2017, if other than the date this document was signed.

Effective date if applicable: 10/16/2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 10/19/2017

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JADIR HERNANDEZ

(Typed or printed name of person signing)

Chairman of the Board of Directors

(Title of person signing)

Articles of Amendment to Articles of Incorporation

ARTICLE III OBJECTIVE OF THE CORPORATION (amended)

The Corporation's main objective is to perform and be engaged in charitable/educational activities within and in compliance with the norms and intent of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

This main objective is to be achieved through:

- i. Being a non-partisan and a non-profit corporation dedicated to promoting entrepreneurship, training, access to information, and the development of the Hispanic community on social, economic, financial, legal, and political issues, and the arts.
- ii. Provide information, courses, and training materials about rights and opportunities in business, economic, financial, legal, and cultural affairs.
- iii. Encouraging entrepreneurship and new job creation in vulnerable areas.
- iv. Using social networks and technological resources for the creation and strengthening of business and arts opportunities.
- v. Publication of the Hispanic Factor magazine, as a mechanism for the disclosure of the activities and achievements of the organization.
- vi. The creation of the Hispanic Factor's Awards devoted to the acknowledgement of the Hispanic cultural influence in the history of the United States and the world.

ARTICLE X OFFICERS (amended)

Section 1: Officers

The officers of the above named non-profit corporation will consist of a Chairman of the Board who will also be the Chief Executive Officer, a Vice-Chairman of the Board, a President, a Financial Director, and a Public Relations Director, each one of them to be elected by the Board of Directors. The officers of the Corporation will be appointed, annually, by the Board of Directors at the directors' annual meeting. It is hereby provided that the officers appointed at the directors' annual meeting, shall serve until the convening of the next ordinary or extraordinary meeting of directors. A duly appointed officer may appoint one or more subordinate officers. It is hereby provided that any duly appointed officer may, simultaneously, hold more than one office or position within the corporation.

Once that the Board of Directors is constituted, such Board will appoint a Secretary who must ensure there is an agenda for each Board meeting, that minutes are kept and reviewed, and reports are provided in advance to the holding of any Board meeting allowing for sufficient time for their review and consideration of the issues, therein, to be discussed.

Section 2: Duties

The officers of the above named non-profit Corporation will have the following duties:

The Chairman of the Board will also be the Chief Executive Officer, who will be responsible for the activities and affairs of the Corporation in compliance with the goals and objectives delineated by the Board of Directors. Said officer will preside over all meetings of the Board of Directors. The Chairman, as well, will preside over any other meetings with other parties as the officer representing the Corporation.

The Chairman will appoint Special Committees and their Chairs, having the sole authority for entering into contracts on behalf of the Corporation. The Chairman will provide an annual report to the Board of Directors on the state of the Corporation, assigning duties to committees, appointing committees' chairs, and providing each chair written descriptions of their duties prior to the Board of Directors meetings. When and if a new Chairman is elected, these duties and responsibilities will prevail with any proposed amendments following the same procedures as stated above.

The Vice-Chairman will, in the event of the absence or inability of the Chairman, act as a liaison between the Board of Directors and the President.

The President will:

- i. Ensure staff members understand the nature of their jobs and the procedures to be followed in order to fulfill their responsibilities and the achievement of the Corporation's goals. This will be achieved by providing each staff member adequate advice and training, and ensuring these have the necessary knowledge and skills, and providing for the proper monitoring of their performance.
- ii. Help recruit new staff members and develop succession plans. The President will ensure the right number of staff members are on board with optimal skills as required by the Corporation.
- iii. Design an adequate structure so the work of the Corporation, in general, can be performed. Ensure that adequate management tools are developed and implemented. Annual performance and budgetary projections for the ensuing fiscal year must be prepared in advance, as well as the Corporation's strategic plan.
- iv. Work with and provide advice to the Committees Chairs. The President may serve as an ex officio member of the Board's various committees. The President may also be a director of the Corporation and, therefore, a member of its Board.
- v. The President will report to the Board of Directors, and this supervisory body will evaluate and assess the President's performance. Such performance is the factor determining the President's monetary compensation and/or any other benefits.

The Secretary appointed by the Board of Directors will maintain and have the custody of the corporate records. Furthermore, the Secretary will record the minutes of all meetings of the Board of Directors,

send notices of meetings to be held and perform such other duties as may be prescribed by the Board of Directors. Furthermore, the Secretary will have the custody of the corporate seal and shall be responsible for authentication or validation of all records and any documents signed by the Corporation.

The Chairman of the Board and Chief Executive Officer shall retain the custody of all corporate funds and financial records.

A staff member appointed by the President and confirmed by the Chairman of the Board and Chief Executive Officer, shall maintain full and accurate accounting records, which include detailed records of cash receipts and disbursements, and preparation of financial statements, as required, to be presented to the Board of Directors at their annual meetings.

The President, as confirmed by the Chairman of the Board and Chief Executive Officer, may have other duties and responsibilities such as:

- i. Bank account maintenance – Selecting a bank, signing checks, and investing excess funds wisely. All checks or notes issued in the name of the corporation will require a second signature such as the signature of the Chairman of the Board or the Financial Director shall any one of the first two be absent. The officers authorized to sign checks or notes shall be determined by a resolution of the board of directors.
- ii. Overseeing of financial transactions – Being aware of how Corporation's funds are used, of any outstanding bills or debts, as well as developing systems or methods for the proper management of the Corporation's cash flow.
- iii. Budgets – Developing the projected annual budget as well as comparing, thereafter, the Corporation's actual performance against such projected budget.
- iv. Financial Policies – Overseeing and ensuring that the Corporation's financial policies are strictly complied with.
- v. Reports – Keeping the Board regularly informed of key financial events, trends, concerns, and assessment of the Corporation's fiscal health.

The Financial Director will, essentially, oversee the financial resources and financial planning for the Corporation's future needs:

- i. Monitor the preparation of the financial budget and submit a report to the Board of Directors.
- ii. Oversee the Corporation's financial performance and take any necessary steps to improve or correct such corporate performance.
- iii. Design the Corporation's financial policies and relative rules and regulations, for submission to and approval by the Board of Directors.

- iv. Review the financial reports including the bank statement reconciliation prepared by the Corporation's staff, as approved by the President, and see whether performance results and asset protection controls are in line with the Corporation's financial policies, procedures, and established objectives.

The Public Relations Director is responsible for conducting the Corporation's public relations and the supervision of the related staff:

- i. Recruit, hire, train, and manage public relations specialists.
- ii. Evaluate and implement promotional programs.
- iii. Develop public relations strategies, campaigns, and initiatives to improve public perception of the Corporation.
- iv. Improve management and employee relations.
- v. Prepare and publish newsletters and any other corporate literature.
- vi. Create motivational videos.
- vii. Release promotional literature about new programs.
- viii. Draft speeches for officers as needed.
- ix. Respond to informational queries from media and the general public.
- x. Identify audience for selected programs.
- xi. Write press releases and media kits.
- xii. Develop and maintain corporate image and logos.
- xiii. Manage corporate sponsorships.
- xiv. Maintain effective working relationship with local and municipal government officials and media representatives.
- xv. Formulate policies and procedures related to public information programs.
- xvi. Manage the Corporation's reputation and public perception.
- xvii. Compile Corporation's comprehensive information for the media.
- xviii. Develop and launch Internet or intranet web pages.
- xix. Oversee communications' budgets.
- xx. Develop internal communication means to keep employees informed of Corporation's activities.