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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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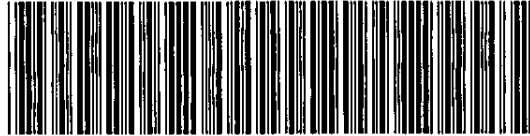
(Business Entity Name)

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JUN - 2 2015

T CANNON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Centro Espirita Beneficente Uniao do Vegetal, Authorized Distribution of Florida, Inc.

DOCUMENT NUMBER: N10000011661

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

Please return all correspondence concerning this matter to the following:

Clodoaldo Cavalcante

(Name of Contact Person)

(Firm/ Company)

4214 NW 15th Place

(Address)

Gainesville, FL 32605

(City/ State and Zip Code)

floridaudvtreasury@gmail.com

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

For further information concerning this matter, please call:

Alex Cavalcante

415

342-5332

at

(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:

- |  |  |   |  |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Centro Espirita Beneficente Uniao do Vegetal, Authorized Distribution of Florida, Inc.

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

N10000011661

(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:**

Centro Espirita Beneficente Uniao do Vegetal, Nucleo Jardim Florescendo, Inc.

*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**)*

N/A

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

N/A

**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:*

N/A

*(Florida street address)*

*New Registered Office Address:*

Florida

*(City)*

*(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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**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 checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
--------------------------------------	--------------	-------------	----------------

1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

\*\*\* PLEASE SEE ATTACHED DOCUMENTS

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The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

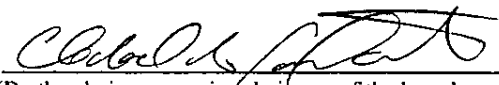
Effective date if applicable: 05-18-2015  
(no more than 90 days after amendment file date)

**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 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 05-18-2015

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)

Clodoaldo Cavalcante

(Typed or printed name of person signing)

President

(Title of person signing)

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**AMENDED ARTICLES OF INCORPORATION  
OF  
Centro Espírita Beneficente União do Vegetal, Nucleo Jardim Florescendo, Inc.**

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Laws of the State of Florida, hereafter referred to as the "Florida Not For Profit Corporation Act", adopts the following Articles of Incorporation for the Corporation:

**ARTICLE ONE**

**Name.** The name of the Corporation is Centro Espírita Beneficente União Do Vegetal, Nucleo Jardim Florescendo, Inc. For purposes of these Articles of Incorporation and the Bylaws of the Corporation, the terms "Corporation" and "Nucleo Jardim Florescendo" shall be synonymous.

**Principal Place of Business and Mailing Address.** The principal place of business of Nucleo Jardim Florescendo shall be 950 Ponce de Leon Road, Apt. 210, Boca Raton, Florida, 33432. The mailing address will be PO Box 13858, Gainesville, Florida, 32604.

**ARTICLE TWO**

**Symbol.** Nucleo Jardim Florescendo has as its Symbol of Peace and Human Fraternity: LIGHT, PEACE, AND LOVE.

**ARTICLE THREE**

**Duration.** The period of the Corporation's duration is perpetual.

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ARTICLE FOUR

Purpose. Subject to the Florida Not For Profit Corporation Act and the Laws of the State of Florida, the Corporation is organized and shall be operated exclusively (i) as a church; (ii) to establish and maintain a society of a philanthropic, religious, and cultural nature; (iii) to develop the moral, intellectual, and spiritual virtues of its members; (iv) to congregate its members for the ministration of sacramental functions in accordance with the doctrinal code of Centro Espírita Beneficente União do Vegetal of Brasilia, Brazil (the "CEBUDV"); (v) to solicit and accept contributions and donations of any kind for the support of such purpose; and (vi) to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributed to, its directors, officers 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 the purposes set forth in this Article Four. 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 in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation 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 Internal Revenue Code of 1986, as amended (the "Code"), or (b)



by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

#### ARTICLE FIVE

Hierarchical superiority. In the accomplishment of the purposes enumerated Article Four, Nucleo Jardim Florescendo hereby recognizes and accedes to the hierarchical superiority of the CEBUDV, acting through the Board of Directors of the Centro Espírita Beneficente União do Vegetal in the United States (the "CEBUDV in the United States") to provide spiritual, legislative, administrative, and judicial guidance and supervision for Nucleo Jardim Florescendo.

#### ARTICLE SIX

Operations. The internal operation and affairs of Nucleo Jardim Florescendo shall be determined and fixed in the Bylaws adopted by the Board of Directors, which shall incorporate by reference the statute of the CEBUDV ("the Statute") and the Bulletin of Consciousness in Administration of the CEBUDV ("the Bulletin of Consciousness in Administration"), and any amendments thereto, into said Bylaws. Any differences between any provision of these Articles or of the Bylaws with any provision of the Statute or of the Bulletin of Consciousness in Administration exist only out of necessity in order to comply with the Florida Not for Profit Corporation Act and the Laws of the State of Florida. In all other instances, the provisions of the Statute and the Bulletin of

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Consciousness in Administration shall control. In addition, any interpretation and/or application of the provisions of these Articles and/or of the Bylaws shall be in harmony with the Statute and the Bulletin of Consciousness in Administration.

The Corporation (i) shall distribute its income for each taxable year at such time and in such manner as not to subject it to taxes for failure to distribute income under Section 4942 of the Code; (ii) shall never engage in any act of self-dealing (as defined in Section 4941 (d) of the Code); (iii) shall never retain any excess business holdings (as defined in Section 4943 (c) of the Code); (iv) shall not make any investments in such a manner as to subject it to taxes under Section 4944 of the Code; and (v) shall not make any taxable expenditures (as defined in Section 4945 (d) of the Code).

#### ARTICLE SEVEN

Assets. The assets of Nucleo Jardim Florencendo are defined as: furnishing, fixtures, livestock, income, real property including property titles and/or related rights, and any other item or thing of monetary value. All assets owned or possessed by Nucleo Jardim Florencendo shall be held in trust by Nucleo Jardim Florencendo for the benefit of the CEBUDV in the United States. Any deeds or other ownership documents for real property shall include a reverter clause providing that such real property shall revert to the CEBUDV in the United States upon dissolution of Nucleo Jardim Florencendo.

Dissolution. Nucleo Jardim Florencendo may be dissolved for any reason deemed appropriate by the Board of Directors of the CEBUDV in the United States. The Board of Directors of Nucleo Jardim Florencendo shall have no right to voluntarily dissolve the Corporation without the express written approval of the Board of Directors of the

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CEBUDV in the United States. Upon dissolution of Nucleo Jardim Florencendo, the Board of Directors of Nucleo Jardim Florencendo shall, after paying or making provision for the payment of all liabilities of Nucleo Jardim Florencendo, transfer all of Nucleo Jardim Florencendo's assets to the CEBUDV in the United States, to be used as determined by the CEBUDV in the United States. The preceding sentence to the contrary notwithstanding, (i) if the CEBUDV in the United States is not in existence upon dissolution of Nucleo Jardim Florencendo, or (ii) if the distribution of any assets of Nucleo Jardim Florencendo to the CEBUDV in the United States would be in violation of the requirement set forth in Treas. Reg. Section 1.501(c) (3) -1 (b) (4) that Nucleo Jardim Florencendo's assets be dedicated to an exempt purpose, the Directors shall distribute such assets to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code or as described in Section 170(c) (1) or (2) or the Code or corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Further, if or to the extent that the CEBUDV in the United States chooses not to accept any assets that would otherwise be distributed to it upon dissolution of Nucleo Jardim Florencendo, the Directors shall distribute such assets to an organization or organizations described in the preceding sentence which would receive such assets in the event that the CEBUDV in the United States were not then in existence. Any such assets not disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

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## ARTICLE EIGHT

Membership. Nucleo Jardim Florencendo shall have members. The membership of Nucleo Jardim Florencendo shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, duties, and rights of the members.

## ARTICLE NINE

Registered Office and Registered Agent. The address of the Corporation's registered office shall be 950 Ponce de Leon Road, Apt. 210, Boca Raton, Florida 33432 and the name of the Corporation's registered agent shall be Clodoaldo Cavalcante.

## ARTICLE TEN

Directors. The direction and management of the affairs of Nucleo Jardim Florencendo and of its administration shall be vested in a Board of Directors. The Board of Directors shall be constituted by the Cadre of Mestres and the Body of Counselors of Nucleo Jardim Florencendo. If any person ceases to be a member of the Cadre of Mestres or the Body of Counselors of Nucleo Jardim Florencendo, that person shall automatically and immediately cease to be a Director without any further action required by the Board of Directors. The number of Directors of Nucleo Jardim Florencendo shall not be less than two. In the event there are no longer at least two members of the Cadre of Mestres and/or the Body of Counselors of Nucleo Jardim Florencendo, the Board of Directors of the CEBUDV in the United States shall fill the Vacancy or Vacancies in the Board of Directors. Such persons so appointed shall serve as Directors until there are at least three

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members of the Cadre of Mestres and/or the Body of Counselors of Nucleo Jardim Florencendo, or until such Directors are replaced by the Board of Directors of the CEBUDV in the United States, whichever occurs first.

Officers. Nucleo Jardim Florencendo shall have Officers, which shall be elected as set forth in the Bylaws, and which shall consist of the President, the Vice-President, the First Secretary, the Second Secretary, the First Treasurer, the Second Treasurer, and the Official Orator. The Bylaws shall define the powers of the Officers.

#### ARTICLE ELEVEN

Liability. No director of Nucleo Jardim Florencendo shall be personally liable to Nucleo Jardim Florencendo for monetary damages for breach of fiduciary duty as a director unless: (i) the director has breached or failed to perform the duties of the director's office in compliance with Section 617.0801 of the Florida Not for Profit Corporation Act and / or any other applicable provision of Florida Law; and (ii) the breach or failure to perform constitutes willful misconduct or recklessness.

No director shall be held personally liable for any damages resulting from:

- (1) any negligent act or omission of an employee of Nucleo Jardim Florencendo;
- (2) any negligent act or omission of another director of Nucleo Jardim Florencendo;
- (3) any action taken as a director or any failure to take any action as a director unless:
  - (a) the director has breached or failed to perform the duties of the director's office; and

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- (a) the director has breached or failed to perform the duties of the director's office; and
- (b) the breach or failure to perform constitutes willful misconduct or recklessness.

## ARTICLE TWELVE

Indemnification of Officers and Directors. Nucleo Jardim Florescendo shall indemnify all directors, officers, former directors, and former officers of Nucleo Jardim Florescendo against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by such person or persons in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such person or persons are made a party by reason of being or having been a director or officer.

Advanced Indemnification Payments. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and a corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or

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disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, former director, former officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

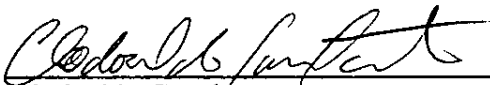
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ARTICLE THIRTEEN

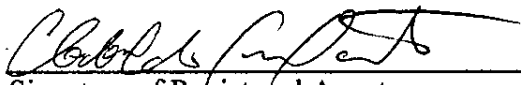
No amendment shall be allowed of Article Five, Article Seven or this Article Thirteen of these Articles of Incorporation, and any attempt to amend Article Five, Article Seven or this Article Thirteen shall have no effect unless the amendment is authorized by the Board of Directors of Nucleo Jardim Florescendo, the Board of Directors of the CEBUDV in the United States, and by the CEBUDV. Any other amendment of these Articles of Incorporation shall occur in the manner as set forth in the Bylaws.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Clodoaldo Cavalcante  
4214 NW 15<sup>th</sup> Place  
Gainesville, Florida 32605

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.*



Signature of Registered Agent  
Clodoaldo Cavalcante  
4214 NW 15<sup>th</sup> Place  
Gainesville, Florida 32605

5/18/15  
Date

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