N11000003070

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pepitos Faces of Hope, Inc.

DOCUMENT NUMBER: N11000003070

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

Please return all correspondence concerning this matter to the following:

Joseph "Pepito" Valdes
Name of Contact Person

Firm/ Company

202 S. Lois Ave
Address

Tampa, FL 33609
City/ State and Zip Code

pepito@pepitoportraits.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Valdes at (813) 281-2829
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

September 23, 2011

Joseph "Pepito" Valdes
202 S. Lois Ave.
Tampa, FL 33609

SUBJECT: PEPITO'S FACES OF HOPE, INC.
Ref. Number: N11000003070

We have received your document for PEPITO'S FACES OF HOPE, INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 811A00022015

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

PEPITO'S FACES OF HOPE, INC.

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

N11000003070

(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:

____

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: Joseph L. Valdes

New Registered Office Address: 202 S. Lois Ave.
(Florida street address)

Tampa 33609, 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.

J. L. Valdes

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)

Title	Name	Address	Type of Action
D	Tony Zappone	203 S. Trask St. Tampa, FL 33609	☑ Add ☐ Remove
D	Peggy Dominey	39650 U.S. Hwy. 19 N. #752 Tarpon Springs, FL 34689	☑ Add ☐ Remove
			☐ Add ☐ Remove

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

Restated Articles of Incorporation, attached.

The date of each amendment(s) adoption: 10/25/2010
(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 Oct. 12, 2011

Signature J. L. Valdes
(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)

Joseph L. Valdes
(Typed or printed name of person signing)

Director
(Title of person signing)

ARTICLES OF INCORPORATION

OF

PEPITO'S FACES OF HOPE, INC.

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I - NAME

The name of this corporation shall be Pepito's Faces of Hope, Inc.

ARTICLE II – PRINCIPAL PLACE

The principal place of business address is 202 S. Lois Ave., Tampa, Florida 33609.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes (pick one or more), more specifically to provide parents of children with life-threatening or fatal illnesses an heirloom canvas portrait that can be handed down from generation to generation, as a memorial to the courage of that child. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV – REGISTERED AGENT

The name and Florida street address of the registered agent is: Joseph L. Valdes, 202 S. Lois Ave., Tampa, FL 33609.

ARTICLE V - EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net

earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VI - DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VII - MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

1. Joseph L. Valdes, 202 S. Lois Avenue, Tampa, Florida 33609
2. Tony Zappone, 203 S. Trask St., Tampa, Florida 33609
3. Peggy Dominey, 39650 U.S. Hwy. 19 N. #752 Tarpon Springs, Fl 34689

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VIII - PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE X – EFFECTIVE DATE

The effective date for this corporation shall be March 25, 2011.

ARTICLE XI - INCORPORATOR

The incorporator of this corporation is:

Joseph L. Valdes – 202 S. Lois Avenue, Tampa, FL 33609

I am the incorporator submitting these restated Articles of Incorporation. The restated Articles of Incorporation were adopted by unanimous consent by the Board of Directors on September 25, 2010 by voice vote.

I affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

J. L. Valdes

Joseph L. Valdes, Director/Registered Agent

10-12-11

Date