

N11000004044

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(Address)

(City/State/Zip/Phone #)

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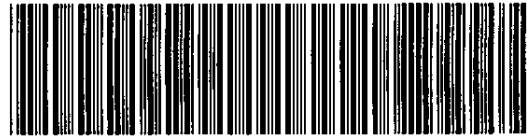
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ruano Foundation, Inc.

DOCUMENT NUMBER: N11000004044

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

Please return all correspondence concerning this matter to the following:

Maria E. Santamarina
(Name of Contact Person)

Ruano Foundation, Inc.
(Firm/ Company)

2828 Coral Way, Suite 300
(Address)

Miami, FL 33145
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Maria E. Santamarina at (561) 504-1212
(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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

June 14, 2011

MARIA SANTAMARINA
2828 CORAL WAY STE 300
MIAMI, FL 33145

SUBJECT: RUANO FOUNDATION, INC.
Ref. Number: N11000004044

We have received your document for RUANO 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):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 911A00014533

Articles of Amendment
to
Articles of Incorporation
of

Ruano Foundation, Inc.

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

N11000004044

(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:

N/A

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

New Registered Office Address:

(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D	Maria E. Santamarina	2828 Coral Way, Suite 300 Miami, FL 33145	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	David M. Goldstein, Esq.	2828 Coral Way, Suite 300 Miami, FL 33145	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
D	Mayra Gilliland	2828 Coral Way, Suite 300 Miami, FL 33145	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attached copy of the Amended Articles of Incorporation for Ruano Foundation, Inc., a Florida Not For Profit Corporation. The original articles have been amended as follow:

Article III - The purpose of the corp. has been broadened to specifically include "To receive, maintain, and administer assets in perpetuity exclusively for scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code by conducting and supporting original scientific research to develop treatment and cures for diabetes. To aid in the scientific education of university students. To obtain scientific information that is published in a medical journal and/or health related treatise, journal, trade publication.

Article VII - A director was removed and 3 other directors were added, see attached Amended Articles.

Article VIII - This article has been added and specifically states as follows: "No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or ther 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 Article III hereof.

No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate

**ARTICLES OF AMENDMENT FOR RUANO FOUNDATION, INC.
CONTINUED**

Article VII – This article was amended to **remove the following director:**

Maria E. Santamarina
2828 Coral Way, Suite 300
Miami, Florida 33145

And add three additional directors:

Edward L. Reid, M.D., F.A.C.E.
2828 Coral Way, Suite 300
Miami, Florida 33145

David M. Goldstein, Esq.
2828 Coral Way, Suite 300
Miami, Florida 33145

Mayra Gilliland
2828 Coral Way, Suite 300
Miami, Florida 33145

Article VIII continues as follows: “in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”

Article IX has been added, which article includes the following dedication and distribution of assets language:

“Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.”

The date of each amendment(s) adoption: 6/30/11
(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 6/30/11

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)

Fausto Alvarez
(Typed or printed name of person signing)

Vice Chairman & Registered Agent
(Title of person signing)

Amended Articles of Incorporation
For the Ruano Foundation, Inc., a Florida Not For Profit Corporation

Pursuant to the provisions of section 617.1006, Florida Statutes, the Ruano Foundation, Inc., a Florida Not For Profit Corporation, hereby files this its Amended Articles of Incorporation and hereby certifies as follows:

Article I

The name of the corporation shall be the Ruano Foundation, Inc.

Article II

The principal office and mailing address of this corporation shall be;
2828 Coral Way, Suite 300,
Miami, FL 33145

Article III

The specific purposes for which the corporation is organized are:

- 1) To receive, maintain and administer assets in perpetuity exclusively for scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code by conducting and supporting original scientific research to develop treatment and cures for diabetes.
- 2) To aid in the scientific education of university students.
- 3) To obtain scientific information that is published in a medical and/ or health related treatise, thesis, journal, trade publication, or in any other form that is available to the interested public.

Article IV

The manner in which the directors are elected or appointed is as stated in the bylaws.

Article V

The name and Florida street address of the Registered Agent is:

Fausto Alvarez
2828 Coral Way, Suite 300
Miami, FL 33145

Article VI

The name and street address of the Incorporator is as follows:

Armando E. Ruano
2828 Coral Way, Suite 300
Miami, FL 33145

Article VII

The names, street addresses and titles of the Directors are as follow:

Armando E. Ruano
Chairman
2828 Coral Way, Suite 300
Miami, FL 33145

Fausto Alvarez
Vice Chairman
2828 Coral Way, Suite 300
Miami, FL 33145

Edward L. Reid, M.D., F.A.C.E.
2828 Coral Way, Suite 300
Miami, Florida 33145

David M. Goldstein, Esq.
2828 Coral Way, Suite 300
Miami, Florida 33145

Mayra Gilliland
2828 Coral Way, Suite 300
Miami, Florida 33145

Article VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof. 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 any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other

provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

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 the obligations of this position and accept the appointment as registered agent and agree to act in this capacity.



Fausto Alvarez/ Vice Chairman,
Registered Agent

06-30-11

Date