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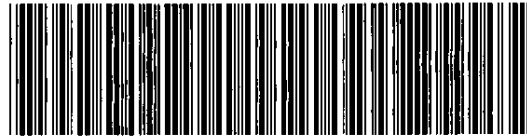
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2011 JUN 16 AM 8:36

SEATTLE
TALLAHASSEE, FLORIDA

Amended
6-17-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: E C M Foundation Corp

DOCUMENT NUMBER: N 1100000 5468

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

Please return all correspondence concerning this matter to the following:

Javier Banos

(Name of Contact Person)

Law Services P.A.

(Firm/ Company)

3126 Coral Way

(Address)

Miami FL 33145

(City/ State and Zip Code)

jbanos@msw.com

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

For further information concerning this matter, please call:

_____ at (305) 5195581
(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

FILED
2011 JUN 16 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

ECM Foundation Corp

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

N11000005468

(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:

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>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

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

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

① Attached are the amended
Articles

② EIN is attached 45-2527488

The date of each amendment(s) adoption: June 6th 2011
(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 6/14/2011

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)

POA for Alberto May
(Typed or printed name of person signing)

Chairman
(Title of person signing)

**Amended Articles of Incorporation of
E C M FOUNDATION CORP
A Florida Not for Profit Corporation
June 6th, 2011
ARTICLE ONE. NAME**

The name of this corporation is E C M FOUNDATION CORP.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and research and for other charitable purposes, and particularly to improve the quality of life of disable individuals.

The general purposes for which this corporation is formed are to operate exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

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 Third 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 (including the publishing or distribution of statements) 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 carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this 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 FOUR. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. Membership is institutional, and is open to any educational institution for the developmentally disabled in Florida, paying dues as provided for in the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the directors may from time to time adopt. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

**ARTICLE SIX. LOCATION OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is E C M foundation corp, 5643 NW 36 ST, MIAMI, FL 33166.

The mailing address of the initial registered office of the corporation is E C M foundation corp, 5643 NW 36 ST, MIAMI, FL 33166.

The name of the initial registered agent at such address is Law Services, P.A.

ARTICLE SEVEN. INITIAL DIRECTORS

There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director are:

Alberto Moises
219 SW 32 Ave
Miami, Fl 33135

Helen Vivian
8282 NE 2 ct
Miami, Fl 33144

Angela Lopez
315 SW 78 Ave
Miami, Fl 33144

Francisco Rodríguez
5643 NW 36 St
Miami, Fl 33166

Lourdes Alfonso
910 West Ave # 1518
Miami, Beach, Fl 33139

Isabel Martinez
3449 NW 14 St
Miami, Fl 33125

Gema Valdes
740 NE 74 St
Miami, Fl 33138

ARTICLE EIGHT. INCORPORATORS

The names and addresses of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

ARTICLE NINE. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named in Article Seven shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

Directors elected in the first election, and at all times thereafter, shall serve for a term of two years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

(b) Corporate Officers. The members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Chair: Alberto A. Moises

Vice-Chair: Francisco Rodriguez

Secretary: Francisco Moises

Treasurer: Alberto A. Moises

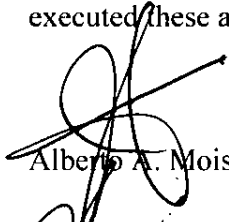
ARTICLE TEN. DISTRIBUTION OF ASSETS

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 nonprofit fund, foundation or corporation organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

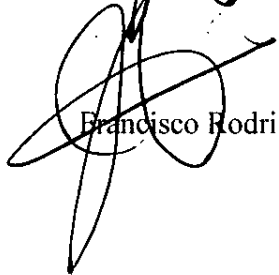
ARTICLE ELEVEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote, or by a petition signed by one-third of the members of the corporation. Amendments may be adopted by the vote of two-thirds of the members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on December 1, 1986.



Alberto A. Moises



Francisco Rodriguez