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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : THERREL BAISDEN, LLP
Account Number : I20140000065
Phone : (305)371-5758
Fax Number : (305)371-3178

2020 JAN 16 PM 2:13
OFFICE OF THE
CLERK OF THE
SUPREME COURT
OF THE STATE OF
FLORIDA

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Email Address: ATEjidor@Therrelbaisden.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FONDATION SIRIUS, INC.**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

EL BAISDEN

ECT: FONDATION SIRIUS, INC.
N11000009718

received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

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Michael J Schroeder
Comptroller Specialist III
Registration Section

FAX Aud. #:
Letter Number: 920A00001219

COVER LETTER

Amendment Section
Division of Corporations

NAME OF CORPORATION: FONDATION SIRIUS, INC.

DOCUMENT NUMBER: N11000009718

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

Please return all correspondence concerning this matter to the following:

DRES E. TEJDOR, ESQ.

(Name of Contact Person)

ERREL BAISDEN, LLP

(Firm/ Company)

E 3RD AVENUE, SUITE 2950

(Address)

MIAMI, FLORIDA 33131

(City/ State and Zip Code)

TEJDOR@THERRELBAISDEN.COM

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

For further information concerning this matter, please call:

DRES E. TEJDOR, ESQ.

(305)

371-5758

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:

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

INATION SIRIUS, INC.

Article of Corporation as currently filed with the Florida Dept. of State

000009718

(Document Number of Corporation (if known))

uant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following
dment(s) to its Articles of Incorporation:

Amending name, enter the new name of the corporation:

The new
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.

Enter new principal office address, if applicable:
Principal office address MUST BE A STREET ADDRESS)

N/A

Enter new mailing address, if applicable:
Mailing address MAY BE A POST OFFICE BOX)

N/A

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)

N/A

(City)

Florida

(Zip Code)

By 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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FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

ending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, 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 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:
Change PT John Doe
Remove V Mike Jones
Add SV Sally Smith

| Action (Check One) | Title | Name | Address |
|---------------------------------|-------|------|---------|
| <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
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| <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 SHEETS.

[illegible]

Page 3 of 4

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

Effective date if applicable: _____
(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.

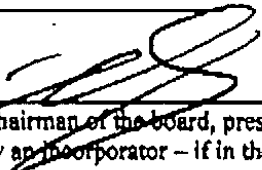
$H_2O \rightleftharpoons H^+ + OH^-$

here are no members or members entitled to vote on the amendment(s). The amendment(s) was/were
dopted by the board of directors.

Dated

1-10-20

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)

STEPHAN COLES

(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD & PRESIDENT

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of
Fondation Sirius, Inc.

Part E.

1. Article III of the Articles of Incorporation shall be amended by deleting the existing Article III and in lieu thereof inserting a new Article III as follows:

ARTICLE III
Purposes

The purposes for which the corporation is organized are:

a. This corporation is organized and shall operate exclusively for charitable, education and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

b. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such

obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

c. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Sections 501(c)(3), 2055(a) and 170(c) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

e. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

f. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a) and 170(c) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

2. The Articles of Incorporation shall be amended by adding a new Article VIII as follows:

ARTICLE VIII

Non-Stock Basis

This corporation is organized under a non-stock basis.

3. The Articles of Incorporation shall be amended by adding a new Article IX as follows:

ARTICLE IX
Disposition of Assets on Dissolution

In the event of dissolution, the residual assets of this corporation shall be turned over to one or more charitable organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law).

4. The Articles of Incorporation shall be amended by adding a new Article X as follows:

ARTICLE X
Exempt Status; Prohibited Transactions

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

a. This corporation shall not exercise in any manner or for any purpose any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501(c)(3).

b. This corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

(1) Engage in any act of "self-dealing", as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941;

(2) Retain any "excess business holdings", as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943;

(3) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and

(4) Make any "taxable expenditures", as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945.

c. This corporation, during the period it is a "private foundation", as defined in Code Section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942.