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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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February, 14, 2012

Amendment Division  
Division of Corporations Division of Corporations  
6327 Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: NAME OF CORPORATION: **MIRACLES OF LIFE AT CUTLER BAY INC**  
DOCUMENT NUMBER: N11000010771

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Delia Rosa Kennedy  
C/O Miracles of Life at Cutler Bay Inc  
10211 SW 13 Street  
Miami, Florida 33174

Enclosed is a check for the following amount: \$52.50 for the Filing Fee, Certificate of Status, and Certified Copy (Additional Copy is enclosed). For further information concerning this matter, please call Delia R Kennedy at 786-556-1397

Sincerely,

Delia R Kennedy  
Consultant for Miracles of Life at Cutler Bay, Inc

[www.ppecmiraclesoflife.com](http://www.ppecmiraclesoflife.com)  
18951 SW 106<sup>th</sup> Avenue Suite 106  
Miami, FL 33157

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF THE  
MIRACLES OF LIFE AT CUTLER BAY, CORP.**

A Florida not for Profit Corporation  
N11000010771

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Electronic Articles of Incorporation dated November 16, 2011.

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TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of the Corporation is: **Miracles of Life at Cutler Bay, Inc FEI# 45-4633719**

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS**

The principal place of business address is 18951 SW 106<sup>th</sup> Avenue, Suite 106 Miami, FL 33157. The mailing address of the Corporation is 10211 SW 13 Street Miami, Florida 33174

**ARTICLE III – PURPOSE**

1. To engage in Health Care Activities for children and youth in a medical center environment with medically special and complex needs which requires medical care services that are continuous and comprehensive integrated systems to include therapeutic, social-emotional, physical and other activities fostering improvement in all domains. To create develop and implement educational, artistic and recreational and socialization programs, nutritional and wellness programs, crucial to a child's health and vital to their happiness and resiliency. To collaborate and partner with local, state and federal agencies and other non-profit organizations that will add to the quality of life and improve the care for these patients and their family. This will include strengthening families and exposure and integration of multi-cultural diversity and the arts and will include 'Water Ballet', Symphony's, Art Galleries and Expositions.

2. To conduct all Prescribed Pediatric Extended Care (PPEC) centers which are non-residential health care centers for Medicaid, Medicare as well as uninsured and vulnerable populations of children from birth through age 22 with medically-complex condition and special needs that require continuous therapeutic or skilled nursing supervision. PPECs include an array of services focused on meeting the medical, developmental, physical, nutritional, and social needs of the children who require short, long-term, or intermittent services. Children and Youth can attend a PPEC up to a maximum of 12 hours per day while their parents or guardians are unavailable to care for them. PPECs provide a less restrictive alternative to institutionalization, and reduce the isolation that homebound children may experience. Our purpose will also engage and conduct parents and/or caregiver's activities, services and workshops listed in Article 3 section's 1 and 2. Our future projects will include Education, Prevention and Intervention for Substance Abuse and Mental Health.

3. To conduct all activities of a Prescribed Pediatric Extended Care Facility, including but not limited to, construction of schools, places of worship, additional medical facilities, family housing, and other facilities in poor and disadvantaged areas; to supply food, medical supplies, equipment, and other necessities to the poor and needy and as disaster relief in the event of natural disasters.

4. To exercise all such power and authority as may be necessary to carry out the purposes above-specified, the purpose of this Corporation being in essence truly religious, educational and charitable. This Corporation is organized exclusively for religious, educational, and charitable purposes as specified under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

5. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

6. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE IV – MEMBERS**

The founding members shall be the initial members of the Corporation. Qualification of new members and the manner of their admission shall be as prescribed in the Bylaws. The founding members are as follows:

1. Barbara Sarmiento 18951 SW 106<sup>th</sup> Avenue Suite 106 Miami, FL 33157
2. Arnaldo Zamora Obregon 18951 SW 106<sup>th</sup> Avenue Suite 106 Miami, FL 33157
3. Maria Mesa 18951 SW 106<sup>th</sup> Avenue Suite 106 Miami, FL 33157

#### **ARTICLE V**

The name and Florida Street address of the registered agent is: Delia R Kennedy 10211 SW 13 Street Miami, Florida 33174

#### **ARTICLE VI – INCORPORATOR**

The name and addresses of the incorporator of these Articles of Incorporation is: Delia Rosa Kennedy whose address is 10211 SW 13<sup>th</sup> Street, Miami, Florida 33174

#### **ARTICLE VII – OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary.

The Board of Trustees may elect other officers as they may deem necessary. The officers will manage all the affairs of the Corporation. The founding members will initially serve as officers until the Board of Trustees officially appoints the officers. The name, title, and addresses of the officers are as follows:

|                         |                          |
|-------------------------|--------------------------|
| Founding Chairman       | Barbara Sarmiento        |
| Founding Co-Chairman    | Arnaldo Zamora Obregon   |
| Founding Member         | Maria Mesa               |
| President Director      | Jorge Luis Lopez-Tuero   |
| Vice-President Director | Aida Cruz Hernandez      |
| Treasurer Director      | Aurelio Hernandez Blanco |
| Secretary Director      | Lourdes Martin           |
| Member Director         | Sergio Acosta            |

#### **ARTICLE VIII – EFFECTIVE DATE**

The effective date for this Corporation shall be November 16, 2011

### **ARTICLE IX – BOARD OF TRUSTEES**

The Corporation shall be governed by a Board of Trustees. Voting Officers of the Board of Trustees shall not be less than four (4). The number of Trustees may be increased or decreased from time to time as prescribed by the Bylaws. The Trustees shall be selected for the terms and in the manner set forth by the Bylaws. The Board of Directors Member will be known as Miracles of Life at Cutler Bay, Inc Governing Board. The founding members will serve as Trustees until the first election or selection of the Board of Trustees. Members will have venue but no voting privileges

### **ARTICLE X – POWERS**

The Corporation shall have the following powers:

1. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
2. To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal, and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, or to other securities of any donor; and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise, dispose of the same at pleasure.
3. To borrow money from any person, firm, or corporation and to issue notes or obligations of the corporation from time to time for any of the purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of Miracles of Life at Cutler Bay, Inc without limit as to amount.
4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.
5. Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which are contrary to the Florida law on corporations not for profit. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
6. To acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions, and to buy, lease, sell, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business; to purchase equipment and supplies and to do all things necessary to carry out the purposes of the Prescribed Pediatric Extended Care Facility.
7. To receive gifts, legacies, and donations from any source and to make gifts, donations, and appropriations from any and all of its resources from time to time to carry out the purposes of Alma Ministries.

8. Said organization is organized 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 corresponding section of any future federal tax code. Charitable purposes in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of medical conditions, advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

#### **ARTICLE XI – LIMITATION ON ACTIVITIES**

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee, or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

#### **ARTICLE XII – DISSOLUTION**

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

#### **ARTICLE XIII – INDEMNIFICATION**

The Corporation shall indemnify any Trustee or Officer or former Trustee or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Trustee or Officer, except in relations to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation on behalf of the Corporation.

#### **ARTICLE XIV – BYLAWS**


The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active Trustees.

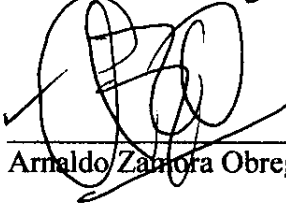
#### **ARTICLE XV – AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended at a regular meeting of the Board of Trustees by a two-third majority vote of all active Trustees, provided that such amendment does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c) (3) of the Internal Revenue Code.

**ADOPTION OF AMENDMENTS**

These amendments were adopted by the Board of Trustees and the number of votes cast for the amendments was sufficient for approval. The day of adoption of the amendment is February, 1, 2012 IN WITNESS WHEREOF, we have subscribed our names.

✓   
\_\_\_\_\_  
Barbara Sarmiento Founding Chairman and President

✓   
\_\_\_\_\_  
Arnaldo Zamora Obregon Founding Co-Chairman and Vice President