

N12000000839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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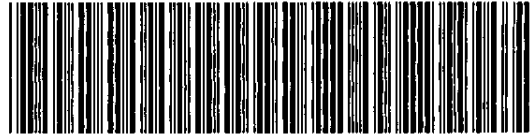
(Business Entity Name)

(Document Number)

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12 APR -5 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 6 2012

C. MUSTAIN

Handwritten signature

COVER-LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ginsol Foundation Inc

DOCUMENT NUMBER: N12000000839 / EIN 45-4339812

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

Please return all correspondence concerning this matter to the following:

Ibetti Perez
(Name of Contact Person)

Ginsol Foundation Inc
(Firm/ Company)

2333 Brickell Avenue #2307
(Address)

Miami, FL 33129
(City/ State and Zip Code)

INTLARRAUDE@YAHOO.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ibetti Perez at (706) 285 0435
(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

→ sent

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

March 15, 2012

IBETTI PEREZ
2333 BRICKELL AVE., #2307
MIAMI, FL 33129

SUBJECT: GIRASOL FOUNDATION INC
Ref. Number: N12000000839

We have received your document for GIRASOL FOUNDATION 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.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 312A00009404

Articles of Amendment
to
Articles of Incorporation
of

Ginsol Foundation Inc

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

N 12000000839 / EIN 45-4339812

(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

(Florida street address)

New Registered Office 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

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12 APR -5 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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 held. 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

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input 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 document attached
(3 pages)



Amended

ARTICLES OF INCORPORATION FOR GIRASOL FOUNDATION

I. ARTICLE I

NAME

GIRASOL FOUNDATION INC

II. ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

2333 Brickell Avenue Suite 2307

Miami, FL 33129

III. ARTICLE III

This foundation is organized exclusively for educational and charitable purposes and was formed to offer the highest quality of performing arts instruction. It is committed to provide all students with opportunities to improve their self-image and self-confidence through artistic expression and thus, also share compelling stories that challenge audiences and our community in general to better themselves. In addition to our teaching efforts, we offer public programming and extensive community outreach, including free and low-cost performances for patrons as well as some of the city's most underserved children, families and senior citizens. We will preserve our cultural heritage, traditions and culture through neighborhood activities and inter-relation with social services organizations and community leaders.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

IV. ARTICLE IV

DIRECTORS/MEMBERS

May (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the foundation's bylaws. There will be no transferability of membership. The management and affairs of the foundation shall be at all times under the direction of a Board of Directors, whose operations in governing the foundation shall be defined by statute and by the foundation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the foundation.

V. ARTICLE V

MANNER OF ELECTIONS OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

There will be yearly meetings, the first week of November. The Board Members then will conduct a screening session of all applicants that would like to become a member of this not for profit organization.

VI. ARTICLE VI

DEBT OBLIGATIONS AND PERSONAL LIABILITY

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

**VII. ARTICLE VII
LIMITATION OF CORPORATE POWERS**

The corporate powers of this foundation are as provided in section 617.0302, Florida Statutes.

THE FOUNDATION shall be an organization not for profit, and shall operate within the guidelines of Section 501 (C) 3 of the United States Internal Revenue Code of 1954.

The board of directors shall ensure that the actions of the organization do not jeopardize current or future non-profit status.

No part of the net earnings of the FOUNDATION shall inure to the benefit of or be distributable to the members, officers, or directors of the FOUNDATION except the FOUNDATION shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions for the accomplishment of the purposes specified in Article Two.

No substantial part of the activities of the FOUNDATION be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FOUNDATION 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.

Upon the winding up and dissolution of the FOUNDATION , after paying or adequately providing for the debts and obligations of the FOUNDATION , the remaining 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.

**VIII. ARTICLE VIII
DISSOLUTION**

Upon the time of dissolution of the foundation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the foundation, 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 foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IX. ARTICLE IX
INITIAL REGISTERED AGENT AND STREET ADDRESS**

Ibetti Perez Larraalde
2333 Brickell Avenue Suite 2307 - Miami, FL 33129

I certify that I am familiar with and accept the responsibilities of registered agent.
Electronic Registered Agent signature: Ibetti Perez

**X. ARTICLE XI
INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is:

Ibetti Perez Larralde
2333 Brickell Avenue Suite 2307 - Miami, FL 33129

I am the Incorporator submitting these Articles of Incorporation and 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 requirements 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.

**XI. ARTICLE X
DIRECTORS NAME AND ADDRESS**


The foundation's initial Board of Directors shall be comprised of the following natural persons:

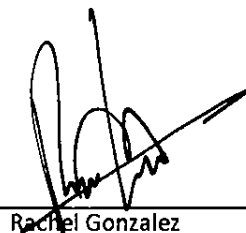
Title: P
Ibetti Perez Larralde Ms
2333 Brickell Avenue Suite 2307 - Miami, FL 33129


Title: VP
Rachel Gonzalez Ms
2333 Brickell Avenue Suite 2307 - Miami, FL 33129

Title: Sec
Susanna Taddei Zubr Ms
2333 Brickell Avenue Suite 2307 - Miami, FL 33129

Adopted by resolution of the Foundation's Board of Directors on January 30th, 2012.



Ibetti Perez
Chair/President

Rachel Gonzalez
First Vice-Chair

Susanna Taddei
Treasurer/ Secretary

The date of each amendment(s) adoption: _____

Jan. 30th 2012

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

March 1st 2012

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)

Susanna C. Toddei

(Typed or printed name of person signing)

Secretary

(Title of person signing)