

N120000003556

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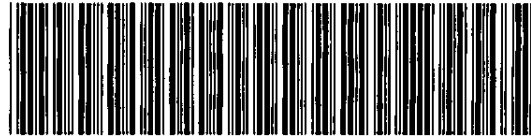
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*Amended &
Restated*

01/24/14--01008--021 **35.00

FILED
2014 JAN 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*MR
1/29/14*

GF

The Golden Firm

Attorneys At Law

Anthony T. Golden
LL.M. Estate Planning
tgolden@thegoldenfirm.com

Telephone: 305-461-1882
Facsimile: 305-461-1884

January 20, 2014

Jonnie M. Jennings
LL.M. Estate Planning
jjennings@thegoldenfirm.com

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Martin and Sofia Perez Family Foundation
Document#: N12000003556
Filing: Articles of Restatement and Amendment

Dear Sir or Madam:

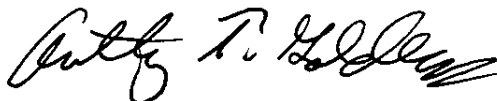
Enclosed please find the Articles of Restatement and Amendment for the above referenced entity (the original and one copy). Please accept same for filing.

Also enclosed please find a check in the amount of \$35.00 for the filing fee.

Please returned a filed copy in the self addressed stamped envelope enclosed.

Please call me if you have any questions.

Sincerely,



Anthony T. Golden

ATG/eva
Enclosures

**ARTICLES OF RESTATEMENT AND AMENDMENT
of the
ARTICLES OF INCORPORATION
of**

Martin and Sofia Perez Family Foundation, Inc.

(A Florida Non-Profit Corporation)

FILED
2014 JAN 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is the Martin and Sofia Perez Family Foundation, Inc. (hereinafter referred to as "*Corporation*"), filed under document number N12000003556, on April 5, 2012, with the Florida Department of State Division of Corporations.

ARTICLE II

Corporate Nature and Articles

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. These Articles contain amendments and restatements of the originally filed Articles of Incorporation as provided under Florida Statute Sections 617.1001, 617.1002, 617.1006 and 617.1007.

ARTICLE III

Address

The street address of the principal office and the mailing address of the Corporation is: 4775 Collins Avenue, #3302, Miami Beach, Florida 33140.

Martin and Sofia Perez Family Foundation, Inc.

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ARTICLE IV

Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V

Purpose

This corporation is organized as a foundation exclusively for religious, charitable, scientific, literary, or educational purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE VI

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the corporation. The number of directors of the Corporation shall not be less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The Corporation has no members and no shareholders.

ARTICLE VII

Initial Board of Directors

The initial board of directors shall consist of four (4) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors or until their successors are elected and qualify, are:

Martiniano J. Perez
4775 Collins Avenue, #3302
Miami Beach, Florida 33140

Janelle Perez
4775 Collins Avenue, #3302
Miami Beach, Florida 33140

Sofia Perez
4775 Collins Avenue, #3302
Miami Beach, Florida 33140

Jonathan Perez
4775 Collins Avenue, #3302
Miami Beach, Florida 33140

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered

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(A Florida Non-Profit Corporation)

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and to make payments and distributions in furtherance of the purposes set forth in Article V above. 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 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) (Organizations) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).


ARTICLE X

Registered Office; Registered Agent

The street address of the Corporation's registered office and the name of its registered agent is: Anthony T. Golden, 145 Sevilla Avenue, Coral Gables, Florida 33134.

There are no members. These Articles of Restatement and Amendment to the Articles of Incorporation have been adopted by the Board of Directors.

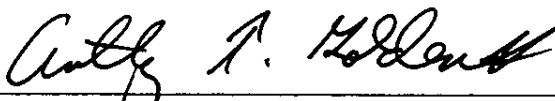
EXECUTED this 30 ^{December, 2013} day of ~~January, 2014~~, by the President of the Corporation duly elected by its Board of Directors.



Martiniano J. Perez, President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I, Anthony T. Golden, 145 Sevilla Avenue, Coral Gables, Florida 33134, hereby acknowledge and accept my appointment as Registered Agent for the Martin and Sofia Perez Family Foundation, Inc.



Anthony T. Golden, Esq.