

N12000007708

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☐ PICK-UP

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(Document Number)

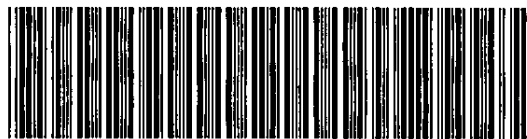
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Peter Schuler Advised  
to change Article III  
to read Officers not  
incorporators

Rec. 2/19

Office Use Only



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02/20/14--01002--002 \*\*35.00

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SECRETARY OF STATE  
14 FEB 19 PM 12:43

Amend  
@ 2/20/14

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Genilde Foundation, Inc.

DOCUMENT NUMBER: ~~CC6151202075~~ N12000007708

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

Please return all correspondence concerning this matter to the following:

Genilde Guerra

(Name of Contact Person)

KRAVITZ & GUERRA, PA

(Firm/ Company)

800 Brickell Ave Suite 701

(Address)

Miami FL 33131

(City/ State and Zip Code)

Genilde@KRAVITZLAW.com

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

For further information concerning this matter, please call:

Genilde Guerra

(Name of Contact Person)

at ( 305 ) 372-0222

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Genilde Foundation, Inc.

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

~~CC 6151202075~~

N12000007708

(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

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**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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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)

(see Attached)

Amendment  
to  
**ARTICLES OF INCORPORATION**  
of  
**GENILDE FOUNDATION, INC.**  
**A NONPROFIT FLORIDA CORPORATION**

**ARTICLE I**

NAME

The name of this Organization is GENILDE FOUNDATION, INC., a Nonprofit Florida Corporation.

**ARTICLE II**

TERMS OF EXISTENCE

This corporation's duration shall exist perpetually.

**ARTICLE III**

OFFICERS

Name: Melissa Dunn  
Address: 800 Brickell Avenue, Ste 701  
Miami, FL 33131

Name: Genilde Guerra  
Address: 800 Brickell Avenue, Ste 701  
Miami, FL 33131

Name: Kristy E. Kirincic  
Address: 800 Brickell Avenue, Ste 701  
Miami, FL 33131

The rights and interests of the OFFICERS shall automatically terminate when these Articles are filed with the Secretary of State.

**ARTICLE IV**

PURPOSE

This Organization is organized exclusively for charitable purposes in the sector of education within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, including, for such purposes, the making of distributions to organizations and programs

that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Our intentions are to support programs and activities for the betterment of education, endorse research to understand the effectiveness of educational programs, sponsor promotions in the name of awareness, raise funds, request and receive grants, contributions, volunteer services, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in the corporation's name, securities, funds, objects of value, or other property, real or personal, as well as lobby in the name of our corporation's mission; and make expenditures and distributions to or for the benefits of the Office of Genilde Foundation.

## **ARTICLE V**

### **PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization 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 this document, the organization shall not carry on any other purpose not permitted to be carried on (A) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VI**

### **DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of the any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.

## ARTICLE VII

### INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street and mailing address of the initial registered office is: 800 Brickell Avenue, Suite 701, Miami, FL 33131

## ARTICLE VIII

### ADMINISTRATION

This Organization is organized as a nonprofit, and is not operated or empowered on a stock-basis.

## ARTICLE IX

### BY-LAWS

The Directors, by majority vote, are authorized to establish and amend bylaws for the Organization on the basis of consistency with the Articles of Incorporation. Directors shall be elected as stated in the bylaws.

## ARTICLE X

### AMENDMENTS TO ARTICLES OF INCORPORATION

This Organization reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the event of absolute majority vote of the Board of Directors at any board meeting wherein such intentions are stated.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Name: Genilde Guerra

Signature: \_\_\_\_\_

Date: Feb 7, 2014

### ACCEPTANCE OF REGISTERED AGENT

I hereby agree to act in accordance of, and I further agree to comply with the provisions and intentions of all statutes relative to the Organization and the corporation's mission.

Name: Genilde Guerra

Signature: \_\_\_\_\_

Date: Feb 7, 2014



The date of each amendment(s) adoption: February 7th, 2014, if other than the date this document was signed.

Effective date if applicable: immdeiatly  
(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 February 7th, 2014

Signature Genilde Guerra  
(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)

Genilde Guerra  
(Typed or printed name of person signing)

Officer  
(Title of person signing)