

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE HEARTBEAT FOUNDATION CORP.

DOCUMENT NUMBER: N13000008969

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

Please return all correspondence concerning this matter to the following:

LUCIANO SAMELI

(Name of Contact Person)

THE HEARTBEAT FOUNDATION CORP.

(Firm/ Company)

7601 EAST TREASURE DRIVE, SUITE 1420

(Address)

NORTH BAY VILLAGE, FL 33181

(City/ State and Zip Code)

LUCIANO@LSENTERTAIN.COM

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

For further information concerning this matter, please call:

LUCIANO SAMELI

(Name of Contact Person)

at (305) 803-0338

(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) |
|--|--|--|--|

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

THE HEARTBEAT FOUNDATION CORP.

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

N13000008969

(Document Number of Corporation (if known))

FILED

2013 NOV -4 PM 2:25

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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:

JULIO DESOUSA

1310 S FEDERAL HWY

(Florida street address)

New Registered Office Address:

DEERFIELD BEACH

33441

(City)

, Florida

(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

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			_____

PLEASE SEE ATTACHED DOCUMENT

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)

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 10-31-13

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)

LUCIANO SAMELI

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)



Articles Of Incorporation

Article I

NAME

1.01 Name

The name of this corporation shall be "**HEARTBEAT FOUNDATION CORP.** ". The business of the corporation may be conducted as **THE HEARTBEAT FOUNDATION.**

Article II

DURATION

2.01 Duration

The period of duration of the corporation is 10 years, unless otherwise extended in common agreement and by unanimous decision by Board of Directors.

Article III

PURPOSE

3.01 Purpose

THE HEARTBEAT FOUNDATION is a non-profit corporation and shall operate exclusively for cultural, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **THE HEARTBEAT FOUNDATION's** purpose is:

We support, promote, and assist minority ethnic groups by creating not for profit multicultural events, fund raising events, and conventions that will generate social awareness and consciousness particular to specific communities, while creating temporary, full time, direct and indirect employment. At the same time we utilize social media channels and the corporation's website to provide facts, and our current efforts and solutions to eradicating social inequality.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local level, and to hold events in order to provide immediate relief and assistance to those suffering from financial hardship, social inequality, and discrimination regardless of their race, ethnicity, or religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.



3.02 Public Benefit

THE HEARTBEAT FOUNDATION is designated as a public benefit corporation.

Article IV

NON-PROFIT NATURE

4.01 Non-profit Nature

THE HEARTBEAT FOUNDATION is organized exclusively for charitable educational and cultural 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. No part of the net earnings of "**THE HEARTBEAT FOUNDATION CORP.**" shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

"**THE HEARTBEAT FOUNDATION CORP.**" is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational, cultural and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of "**THE HEARTBEAT FOUNDATION**" of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of "**THE HEARTBEAT FOUNDATION**", any



Articles of Incorporation

assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of **"THE HEARTBEAT FOUNDATION"** hereunder shall be selected by the discretion of a majority of the managing body **"THE HEARTBEAT FOUNDATION"** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **"HEARTBEAT FOUNDATION"** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation 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 Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not



Articles of Incorporation

carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

BOARD OF DIRECTORS

5.01 Governance

"THE HEARTBEAT FOUNDATION" shall be governed by its board of directors.

5.02 Initial Directors.

The initial directors of the corporation shall be (Ossama Mina, Luciano Ricardo Sameli, and Sami Bishay)

Article Vi

MEMBERSHIP

6.01 Membership

"THE HEARTBEAT FOUNDATION" shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article Vii

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article Viii

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: 13499 Biscayne Boulevard # 210-A, North Miami Beach, FL 33181 The mailing address of the corporation is: 13499 Biscayne Boulevard # 210-A, North Miami Beach, FL 33181



Article IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be: **Julio C. De Sousa**, Title: Secretary, for a period of Two (2) Years, unless otherwise provided by voting by 2/3 of the Board of Directors.

Article X

INCORPORATOR

The incorporators to these articles of incorporation are:

- **OSSAMA MINA** – 13499 Biscayne Blvd, suite 211, North Miami Beach, FL, 33181.
- **LUCIANO RICARDO SAMELI** – 1440 Brickell Bay Drive # 409, Miami, FL, 33131
- **SAMI BISHAY** – 13499 Biscayne Blvd, suite 211, North Miami Beach, FL, 33181.

Certificate Of Adoption Of Articles Of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of "**THE HEARTBEAT FOUNDATION CORP**" were approved by the board of directors on **September 7th, 2013** and constitute a complete copy of Articles of Incorporation of "**THE HEARTBEAT FOUNDATION**".

Names, addresses and signatures of all directors and incorporators.

Acknowledgment of consent to appointment as registered agent

I, **JULIO C. de SOUSA**, agree to be the registered agent for "**THE HEARTBEAT FOUNDATION**" as appointed herein; for as long as needed only. and by Voting approval of two-thirds (2/3) of the board of directors.

Registered Agent _____

Date: 07/09/2013.

