

N14000000815

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

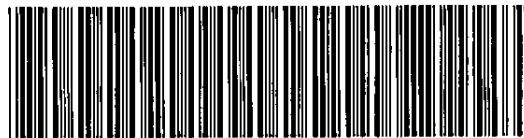
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500259960055

05/09/14--01002--019 \*\*70.00

*Restated  
Articles*

RECEIVED  
12 MAY 14 10:11:22  
SUFFICIENCY OF FILING  
TO ACCEPT FOR FILING

FILED  
12 MAY 14 11:38  
THE OFFICE OF  
THE CLERK OF THE  
COURT  
TALLAHASSEE, FLORIDA

*AR*  
*5/12/14*

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CPC OF THE WMM-USA

FOUNDATION, INC.

Signature \_\_\_\_\_

Requested by: BA

05/09/14

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**CPC OF THE WMM – USA FOUNDATION, INC.**

---

FILED

2014 MAY -9 AM 11:38

THE CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation adopts the following restated articles of incorporation.

**ARTICLE ONE**

**NAME**

The name of this corporation shall be CPC of the WMM – USA Foundation, Inc. (the "Corporation").

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 10210 NW 7<sup>th</sup> Avenue, Miami, Florida 33150. The principal office of the Corporation may be modified from time to time as provided in the bylaws.

**ARTICLE THREE**

**PURPOSES AND POWERS**

This Corporation is organized exclusively for charitable, religious and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax code, hereinafter the "Code", in particular:

1. To operate exclusively for the benefit of CPC of the WMM - USA, Inc., a Florida not for profit corporation that is exempt from federal income tax under section 501(c)(3) of the Code and to operate as a Type 1 "Supporting Organization," within the meaning of section 509(a)(3) of the Code and the regulations thereunder; and, in furtherance thereof; it shall comply with the Organizational and Operational Tests and Requirements specified in Article Four hereof;

2. To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of CPC of the WMM - USA, Inc.;

3. To make distributions to or on behalf of CPC of the WMM - USA, Inc. for its religious, charitable and educational purposes, determined from time to time by the directors of the corporation, in their sole and exclusive discretion;

4. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

The Corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in section 617.0302 of the Florida Statutes as amended. The Corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under section 170(b)(1)(A) or (B) and 170(c)(2) of the Code or (c) that would preclude it from satisfying the requirements of section 509(a)(3) of the Code.

## **ARTICLE FOUR**

### **ORGANIZATIONAL AND OPERATIONAL TESTS AND REQUIREMENTS**

1. **Organizational Test.** (a) **General.** These articles of incorporation hereby: (i) limit the purposes of the Corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. 1.509(a)-4(d)) is CPC of the WMM - USA, Inc., an organization described in section 501(c)(3) of the Code (the "Supported Public Charity"), and such organizations permitted within the meaning of Reg. 1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

(b) **Purposes.** The Corporation is formed "for the benefit of" (within the meaning of Reg. 1.509(a)-4(c)(2)) the supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

(c) **Limitations.** These articles of incorporation do not and shall not permit the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

2. **Specified Organizations.** The "specified" publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

3. **Nondesignated Publicly Supported Organizations.**

(a) **General.** In the event the Corporation shall benefit an organization other than the Supported Public Charity, such organizations shall only be those organizations that are of the class to be benefited by the Supported Public Charity and are consistent with the purposes of the Supported Public Charity.

(b) **Scope.** These articles of incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; or (c) permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity.

#### **4. Operational Test.**

(a) **Permissible Beneficiaries.** The Corporation shall engage solely in activities which support or benefit the "specified" publicly supported organization on whose behalf the Corporation is to be operated. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the "specified" publicly supported organization on whose behalf the Corporation is to be operated; or supporting or benefiting an organization, other than a private foundation, which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the "specified" publicly supported organization on whose behalf the Corporation is to be operated, or which is described in section 511(a)(2)(B). No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the "specified" publicly supported organization on whose behalf the Corporation is to be operated.

(b) **Permissible Activities.** The Corporation shall not be required to pay over its income to the "specified" publicly supported organization on whose behalf the Corporation is to be operated in order to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the "specified" publicly supported organization on whose behalf the Corporation is to be operated; provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this Article Four.

**5. Nature of Relationship Between Organizations.** The Corporation shall be "operated, supervised or controlled by" the Supported Public Charity.

**6. Meaning of "Operated, Supervised, or Controlled by".** The Corporation shall be under the direction of, and accountable or responsible to the Supported Public Charity. A majority of the officers, directors, or trustees of the corporation shall be appointed, elected or approved by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Public Charity.

#### **7. Control by Disqualified Persons.**

(a) **In General.** In compliance with section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Public Charity. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, is appointed or designated as a foundation manager of the Corporation by the Supported Public Charity to serve as the representative of the Supported Public Charity, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Public Charity.

An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) **Proof of Independent Control.** Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

## **ARTICLE FIVE**

### **DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the Corporation.

## **ARTICLE SIX**

### **OFFICERS**

The officers of the Corporation shall be elected as provided for in the bylaws of the Corporation.

## **ARTICLE SEVEN**

### **MEMBERS**

The Corporation shall have no members as defined in the Florida Not For Profit Corporation Act.

## **ARTICLE EIGHT**

### **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE NINE**

### **BYLAWS**

The bylaws of the Corporation shall be made by the board of directors and may be amended, altered or rescinded as provided for in the bylaws of the Corporation.

## **ARTICLE TEN**

### **AMENDMENTS**

Amendments to the articles of incorporation shall be adopted by a two-thirds (2/3's) majority affirmative vote of the board of directors, then in office, of CPC of the WMM - USA, Inc., at any regular meeting; or special meeting called for that purpose, in which a quorum is present.

## **ARTICLE ELEVEN**

### **REGISTERED AGENT**

The registered agent upon whom service of process against this Corporation may be made is Paul R. Alfieri, P.L. The registered agent's office is located at 5143 NW 42 Terrace, Coconut Creek, Florida 33073.

## **ARTICLE TWELVE**

### **INCORPORATOR**

The name of the incorporator is Arturo Hernandez Rocha and his address is 10210 NW 7<sup>th</sup> Avenue, Miami, Florida 33150.

## **ARTICLE THIRTEEN**

### **EARNINGS AND ACTIVITIES**

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Corporation 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 and objectives set forth in the articles of incorporation and bylaws of the Corporation.

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 or in opposition to any candidate for political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives set forth in the articles of incorporation and bylaws of the Corporation.

## **ARTICLE FOURTEEN**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to CPC of the WMM - USA, Inc., a Florida not for profit corporation, as long as it is in existence and qualifies as an exempt organization under section 501(c)(3) of the Code.

If CPC of the WMM - USA, Inc. is not in existence at the time of the dissolution of the Corporation or shall no longer be an organization organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Code, then in that event, upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to an organization organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Code and whose purposes are consistent with that of the Supported Public Charity as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government.

Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is 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.

### **CERTIFICATE**

1. This restatement does not contain amendments to the articles of incorporation that require member approval.

2. The restated articles of incorporation as set forth above constitute all of the articles of incorporation of CPC of the WMM – USA Foundation, Inc., as amended.

3. The date of adoption of the amendments was the 1<sup>st</sup> day of May, 2014.

4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 1<sup>st</sup> day of May, 2014.

  
Arturo Hernandez Rocha, President