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TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **SKETCHES FOR MANKIND, INC.**

DOCUMENT NUMBER: **N14000003789**

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

Please return all correspondence concerning this matter to the following:

**Christopher A. DiSchino**

(Name of Contact Person)

**DiSchino & Company, PLLC**

(Firm/ Company)

**3250 NE 1st Avenue, Suite 305**

(Address)

**Miami, Florida 33137**

(City/ State and Zip Code)

**christopher@dischino.co**

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

For further information concerning this matter, please call:

**Christopher DiSchino** at **561** **248-9478**

(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:

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| <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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

of

**SKETCHES FOR MANKIND, INC.,  
a Florida not-for-profit corporation  
("Corporation")**

FILED  
14 JUL 25 11:03:10  
STATE OF FLORIDA

*The undersigned Directors, for purposes of forming a Florida not-for-profit Corporation under the Florida Not for Profit Corporations Act, Chapter 617, inclusive, Florida Statutes hereby adopt the following Articles of Incorporation.*

**ARTICLE I  
NAME**

**1.01 Name**

The name of this Corporation shall be SKETCHES FOR MANKIND, INC. The business of the Corporation may be conducted as SKETCHES FOR MANKIND.

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

**3.01 Purpose**

The Corporation is a non-profit Corporation and shall operate exclusively for 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. Without in any way limiting the foregoing general purposes of the Corporation, the specific purpose for which the Corporation is organized is to provide relief of the poor and distressed or of the underprivileged.

**3.02 Public Benefit**

The Corporation is designated as a public benefit Corporation.

**ARTICLE IV  
NON-PROFIT NATURE**

#### **4.01 Non-Profit Nature**

The Corporation is organized exclusively for charitable and educational 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 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 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 (i) 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 (ii) 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 Corporation 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 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 Corporation 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 Corporation, any 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.

Upon termination or dissolution of the Corporation, the organization(s) to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the Board of Directors of the Corporation 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 Corporation 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 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 Corporation shall be governed by a Board of at least three (3) Directors, as qualified pursuant to Section 617.0802, Florida Statutes.

#### **5.02 Initial Directors**

The initial directors of the Corporation shall be:

Elio A. Mercado

7530 Hood Street  
Hollywood, Florida 33024

Yuri L. Mercado  
7530 Hood Street  
Hollywood, Florida 33024

Tsukasa Endo  
5701 Biscayne Boulevard, Unit 302  
Miami, Florida 33137

### **5.03. Election of Directors.**

Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws of the Corporation.

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Bylaws of the Corporation.

## **ARTICLE VII AMENDMENTS**

### **7.01 Amendments**

Any amendment to these 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 Principal Address of the Corporation is:

7530 Hood Street  
Hollywood, Florida 33024

The mailing address of the Corporation is:

7530 Hood Street  
Hollywood, Florida 33024

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the Corporation shall be:

DiSchino & Company, PLLC  
1060 Brickell Avenue, Unit 4103  
Miami, Florida 33131

**ARTICLE X**  
**AMENDMENTS**

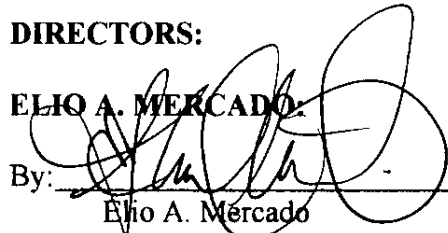
**10.01 Amendments**

These Articles of Incorporation may be amended by the Directors of the Corporation in accordance with the procedures set forth in Chapter 617, Florida Statutes or the Bylaws of the Corporation, as may be amended from time to time.

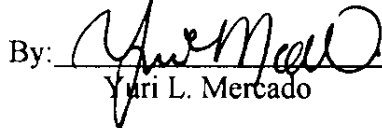
**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

**DIRECTORS:**

**ELIO A. MERCADO:**

By:   
Elio A. Mercado

**YURI L. MERCADO:**

By:   
Yuri L. Mercado

**TSUKASA ENDO:**

By: \_\_\_\_\_  
Tsukasa Endo

7530 Hood Street  
Hollywood, Florida 33024

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**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

**DIRECTORS:**

**ELIO A. MERCADO:**

By: \_\_\_\_\_  
Elio A. Mercado

**YURI L. MERCADO:**

By: \_\_\_\_\_  
Yuri L. Mercado

**TSUKASA ENDO:**

By: \_\_\_\_\_  
Tsukasa Endo



**REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

**DISCHINO & COMPANY, PLLC**  
a Florida corporation

By: \_\_\_\_\_

Christopher A. DiSchino