

N15000002404

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

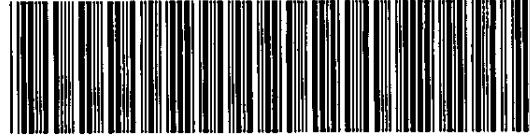
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



600278225056

10/27/15--01013--002 \*\*35.00

FILED  
2015 OCT 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 29 2014  
C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **S.T.A.R.S. Autism Schools Foundation, Inc.**

DOCUMENT NUMBER: **N15000002404**

The enclosed *Amended and Restated Articles of Incorporation* are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Elizabeth Rubio Mederos**

(Name of Contact Person)

(Firm/ Company)

**1535 SW 87 Avenue**

(Address)

**Miami, Florida 33174**

(City/ State and Zip Code)

**erubiomederos@att.net**

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

For further information concerning this matter, please call:

**Peter B. Nagel**

**303**

**296-4840**

at

(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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
S.T.A.R.S. AUTISM SCHOOLS FOUNDATION, INC.  
(A Nonprofit Corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 OCT 27 PM 2:07

FILED

The undersigned is a duly authorized officer of the S.T.A.R.S. Autism Schools Foundation, Inc., a Florida not for profit corporation (the "Corporation"), and for the purposes of amending and restating the Articles of Incorporation of the Corporation, certifies as follows:

I. The name of the Corporation is S.T.A.R.S. Autism Schools Foundation, Inc., and the Corporation was originally incorporated on March 6, 2015, pursuant to the Florida Not For Profit Corporation Act (the "Act").

II. These Amended and Restated Articles of Incorporation were adopted in accordance with Sections 617.1002 and 617.1007 of the Act by a unanimous vote of the Corporation's Board of Directors. There are no members entitled to vote on the adoption of these Amended and Restated Articles of Incorporation.

III. The Corporation's Amended and Restated Articles of Incorporation are as follows:

**Article I**

**Name**

The name of the Corporation is –

S.T.A.R.S. Autism Schools Foundation, Inc.

**Article II**

**Address; Registered Agent and Office**

The principal office and mailing address of the Corporation is 1535 SW 87 Avenue, Miami, Florida 33174. The name and Florida street address of the registered agent is Egleevelyn Nunez, 1535 SW 87 Avenue, Miami, Florida 33174.

### **Article III**

#### **Term of Existence**

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

### **Article IV**

#### **Objects and Purposes**

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows

[a] To provide resources and scholarships to children on the Autism spectrum, to develop a comprehensive educational plan that includes speech therapy, occupational therapy, physical therapy and behavioral therapy that is tailored to each student's individual needs, to offer training and support to the parents of students on the Autism spectrum, and to participate in appropriate community events in order to provide education and to offer a resource center to the members of our city committed to assisting children on the Autism spectrum.

[b] To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for the preceding charitable purposes;

[c] To further any other charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and

[d] To do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

### **Article V**

#### **Powers**

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

---

**Article VI**  
**Restrictions on Powers**

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

[a] The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of its objects and purposes), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[c] 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Article VII**  
**Prohibited Acts**

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation at any time is a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

[a] The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the Corporation to the tax imposed under Section 4942 of the Internal Revenue Code;

[b] The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;

[c] The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code;

[d] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[e] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

## **Article VIII**

### **Membership and Capital Stock**

The Corporation shall have voting members (the "Members"), who shall have such rights, qualifications, powers, and privileges and who shall be divided into such classes as shall be provided in the bylaws. The Corporation shall have no capital stock.

## **Article IX**

### **Board of Directors**

The affairs and management of the Corporation shall be under the control of a Board of Directors. The Board of Directors of the Corporation shall be composed of not less than three nor more than 15 directors, as may be fixed by the bylaws of the Corporation. Directors shall serve for the terms stated in the bylaws of the Corporation.

## **Article X**

### **Bylaws**

The Board of Directors, with the approval of the Members, shall have the power to make such bylaws as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

## **Article XI**

### **Officers**

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

## **Article XII**

### **Change in Articles of Incorporation**

The Board of Directors, with the approval of the Members, shall have the right from time to time to dissolve the Corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[a] Amend, alter, change, or repeal the restrictions set forth in Articles V and VI unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[c] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

## **Article XIII**

### **Dissolution**

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as The Board of Directors, with the approval of the Members, shall

determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

#### **Article XIV**

##### **Nondiscriminatory Policy**

The Corporation shall admit students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at any school it owns or operates, and the Corporation shall not discriminate on the basis of race, color, national or ethnic origin in the administration of educational policies, admissions policies, scholarships and loan programs, and athletic and other school administered programs.

#### **Article XV**

##### **Internal Revenue Code**

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this \_\_\_\_ day of September, 2015.

**S.T.A.R.S. AUTISM SCHOOLS  
FOUNDATION, INC.**

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

Egleevelyn Nunez, President

Having been named as registered agent to accept service of process for the corporation identified above at the place designated in the preceding Amended and Restated Articles of Incorporation, I certify that I am familiar with and accept the obligations of registered agent and agree to act in that capacity.

\_\_\_\_\_  
Egleevelyn Nunez