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(City/State/Zip/Phone #)

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R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 28, 2015

MARY ELIZABETH FONTORA
14221 SW 120 ST SUITE 128
MIAMI, FL 33186

SUBJECT: METRO MED CHARITY, INC.
Ref. Number: N15000010021

We have received your document for METRO MED CHARITY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents under one filing fee. You cannot file articles of incorporation for an existing corporation. You may entitle this document amended and restated articles of incorporation and submit only this form. Both documents cannot be filed under one filing fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 615A00022852

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: METRO MED CHARITY, INC.

DOCUMENT NUMBER: N15000010021

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

Please return all correspondence concerning this matter to the following:

MARY ELIZABETH FONTORA
(Name of Contact Person)

METRO MED CHARITY, INC.
(Firm/ Company)

14221 SW 120 ST. SUITE 128
(Address)

MIAMI, FL 33186
(City/ State and Zip Code)

LIZ@METROMEDFL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARY ELIZABETH FONTORA 305 283-3411
(Name of Contact Person) at (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 &
Certificate of Status | <input 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

**RE- STATED & AMENDED
ARTICLES OF INCORPORATION
OF
METRO MED CHARITY, INC.**

FILED
15 OCT 28 PM 2:31
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

**ARTICLE I
(Name)**

The name of this Corporation shall be as follows.

METRO MED CHARITY, INC.

**ARTICLE II
(Address of Corporation)**

The principal place of business address of this corporation shall be 14221 SW 120th Street Suite 128 Miami, FL 33186, and at such other points in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE III
Subscriber**

The name and residence address of the subscribers of this corporation is as follow:

Yadira Hernandez
14221 SW 128th Street
Suite 128
Miami, FL 33186

**ARTICLE IV
(Not for Profit)**

The corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributed to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501 C 3 of the United States Internal Revenue Code of 1986.

ARTICLE V
(Registered Office and Agent)

The street address of the Registered Office of the Corporation is 14221 SW 120th Street Suite 128, Miami, FL 33186 and the name of its Registered Agent at that address is Mary E. Fontora.

ARTICLE VI
(Purposes)

The Corporation is organized for the purpose of facilitating the establishment of surrealistic partnership between businesses, schools and other governmental entities for the love of families and the communities.

The Corporation is organized and shall be operated exclusively for Charitable, educational and scientific purposes, including, for such purposes, the making of distribution to organization that qualify as exempt organizations under section 501 (C) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

SECTION 1. Exercise all the powers conferred by law upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein:

ARTICLE VII
(Qualifications and Limitations)

SECTION I: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Trustees or Officers; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth the Article VI hereto.

SECTION II: No substantial part of the activities of the corporation shall be the carrying 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 of behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (C) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any federal tax code.

SECTION III: The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporations also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

SECTION IV: Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively charitable, educational, religious, or scientific purposes; as shall at the time qualify as an exempt organization or organizations under section 501 (C)3 of the Internal Revenue Code or the corresponding provisions of any future federal tax Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the country in which the principal office of the corporation is then 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.

ARTICLE VIII (Directors)

The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is 3 (three) the number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less three (3) persons. The Director of the Corporation shall elect the members of the Board of Directors, in accordance with the provisions set forth in the bylaws of the Corporation. The Board of Directors shall have the power to make, alter, amend, and rescind the corporation bylaws. The name and address of each present member of the Board of Directors of the Corporation are as follows:

	NAME	ADDRESS
President	Yadira Hernandez	14221 SW 120 th Street Suite 128 Miami, FL 33186
Director/ Treasurer	Oscar L. Hernandez	14221 SW 120 th Street Suite 128 Miami, FL 33186
Secretary	Mary E. Fontora	14221 SW 120 th Street Suite 128 Miami, FL 33186

ARTICLE IX (Officers)

The Corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the Board of Directors annually. A duly appointed officer may appoint by the Board of Directors annually. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or board of Directors. The bylaws or the Board of Directors shall delegate to one of the officer's responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The same individual may simultaneously hold more than one office in the corporation.

**ARTICLE X
(BYLAWS)**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered or rescinded by the Board of Directors.

**ARTICLE XI
(INDEMNIFICATION)**

The Corporation shall indemnify its Directors, Officers, Employees, and agents in accordance with the Bylaws of the Corporation.


**ARTICLE XII
(AMENDMENT)**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under 501 (C) 3 of the Internal Revenue Code.

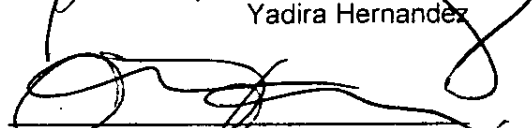
**ARTICLE XIII
(DURATION)**

This duration (term) of the Corporation is perpetual.

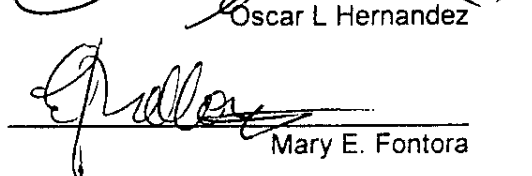
IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands and seals at Miami, State of Florida _____ day of October 2015.



Yadira Hernandez



Oscar L. Hernandez



Mary E. Fontora

The date of each amendment(s) adoption: 10/14/2015 if other than the date this document was signed.

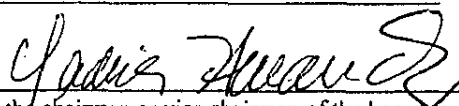
Effective date if applicable: 10/14/2015
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/19/2015

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)

YADIRA HERNANDEZ

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)