

N15000010865

\_\_\_\_\_  
(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



000282755920

03/02/16--01014--015 \*\*52.50

FILED  
2016 MAR -2 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend/Name  
cc/aus  
ch8

MAR 07 2016  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

COMMERCIAL KITCHEN 365 INC

**NAME OF CORPORATION:** \_\_\_\_\_

N15000010865

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Kefren Arjona

\_\_\_\_\_  
(Name of Contact Person)

Fundacion Arjona

\_\_\_\_\_  
(Firm/ Company)

860 NE 79th. St. Suite B

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

Miami, FL 33138

\_\_\_\_\_  
(City/ State and Zip Code)

donkefren@hotmail.com

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

For further information concerning this matter, please call:

Kefren Arjona

3054091199

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:

- |  |  |   |   |
|--|--|---|---|
| <input 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 checked="" 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

Articles of Amendment  
to  
Articles of Incorporation  
of

Commercial Kitchen 365, Inc.

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

N15000010865

(Document Number of Corporation (if known))

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:**

Fundacion Arjona, Inc.

*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**)

860 NE 79th. St. Ste. B

Miami, FL 33138

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

860 NE 79th. St. Ste. B

Miami, FL 33138

**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:

New Registered Office Address:

(Florida street address)

(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 checked="" type="checkbox"/> Change	<u>CED</u>	<u>Kefren Arjona</u>	<u>3333 Riverland Rd</u>
<input type="checkbox"/> Add			<u>Ft. Lauderdale, FL 33312</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>CAO</u>	<u>Maria C Arjona</u>	<u>3333 Riverland Rd</u>
<input checked="" type="checkbox"/> Add			<u>Ft. Lauderdale, FL 33312</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>COO</u>	<u>Eligia McKenna</u>	<u>3333 Riverland Rd</u>
<input checked="" type="checkbox"/> Add			<u>Ft. Lauderdale, FL 33312</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input checked="" type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input checked="" type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

(see attached).

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Amended

## **Articles Of Incorporation**

### **Article I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be **Fundacion Arjona** The business of the corporation may be conducted as **Commercial Kitchen 365** or **Community Kitchen 365** or **Kitchen 365** or **The Artisan's Kitchen** or **The Artisan's Market** or **Cook it Here** or **Cook a Bit** or **Gerson Organics** or **Fundacion Arjona**.

### **Article II**

#### **DURATION**

##### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **Article III**

#### **PURPOSE**

##### **3.01 Purpose**

**Fundacion Arjona** 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. **Fundacion Arjona's** purpose is to provide kitchen laboratories with the objective to educate and train all persons including but not limited to High School Seniors; College Graduates, Underprivileged Inner-city Youngsters; Single Mothers; Senior Citizens; Unemployed; Rehabilitated ex-cons; Immigrants and others entering and/or reentering the job market who are looking to learn the field of food processing, production and distribution. Our facilities provides the conditions, equipment and hands on experience where these artisans would be able to create new products, new markets and new jobs in the culinary and food industry.

Our programs include training high schools students prior to entering the culinary institute and provide the facility and conditions for recently graduated chefs who wish to pursuit their own venture. Retraining those changing their careers to culinary and new small start ups wanting to develop their product(s) for sale and distribution. Our programs also allows rehabilitated ex-cons looking to reenter the society as well as new immigrants without job permits to develop and market their own products in order to become self sustainable.

Furthermore, we will continue to raise social consciousness about the cause for which this foundation exist; healthy cooking is healthy eating through our facilities and mobile educational units. We will promote the artisans and their products on a local and global

level as well as holding fundraising events in order to provide funding to those in need of our program regardless of their age, race, ethnicity, religion or sexual orientation.

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**

**Fundacion Arjona** is designated as a public benefit corporation.

## **Article IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

**Fundacion Arjona** 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 **Fundacion Arjona** 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.

**Fundacion Arjona** 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 **Fundacion Arjona** 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 **Fundacion Arjona**, 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 which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Fundacion Arjona** hereunder shall be selected by the discretion of a majority of the managing body of the **Fundacion Arjona** 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 **Fundacion Arjona** 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**

**Fundacion Arjona** shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Kefren Arjona, Executive Director; Chairman of the board

Maria C Arjona, Chief Administrative Office; Vice-Chair

Eligia McKenna, Chief Operation Officer; Director

## **Article VI**

### **MEMBERSHIP**

#### **6.01 Membership**

**Fundacion Arjona** shall have no voting 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:

*860 NE 79th. St, Miami, FL 33138*

The mailing address of the corporation is:

*860 NE 79th. St. Miami, FL 33138*

## **Article IX**

### **Appointment of registered agent**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

**Kefren Arjona**

**Article X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:  
Kefren Arjona 3333 Riverland Rd. Ft. Lauderdale, FL 33312

**Certificate Of Adoption Of Articles Of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Fundacion Arjona** were approved by the board of directors on **11/11/15** and constitute a complete copy of Articles of Incorporation of the **Fundacion Arjona**.

Names, addresses and signatures of all directors and incorporators.

Kefren Arjona 3333 Riverland Rd. Ft. Lauderdale FL 33312  
Maria C. Arjona 3333 Riverland Rd. Ft Lauderdale, FL 33312  
Eligia McKenna 3333 Riverland Rd. Ft. Lauderdale, FL 33312

**Acknowledgment of consent to appointment as registered agent**

I, **Kefren Arjona**, agree to be the registered agent for **Fundacion Arjona** as appointed  
herein.

Registered Agent

Date:

11/11/2015

March 2nd., 2016

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

January 1st., 2016

Effective date if applicable: \_\_\_\_\_

(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 March 2nd., 2016 \_\_\_\_\_

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)

Kefren Arjona

\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman of the Board

\_\_\_\_\_  
(Title of person signing)