

N15000011010

Florida Department of State
Division of Corporations
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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HESED SHALOM INTERNATIONAL INC**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$35.00 |

Amend

DEC 13 2019
I ALBRITTON

Articles of Amendment
to
Articles of Incorporation
of

HESED SHALOM INTERNATIONAL INC

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

NI5000011010

(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:

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**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

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:

(Florida street address)

New Registered Office 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>VT</u> | <u>ISELA ROMERO</u> | <u>1726 NW 36TH ST</u> |
| <input type="checkbox"/> Add | | | <u>MIAMI, FL 33142</u> |
| <input type="checkbox"/> Remove | | | |
| 2) <input type="checkbox"/> Change | <u>S</u> | <u>JUDITH VALENCIA</u> | <u>1726 NW 36TH ST</u> |
| <input type="checkbox"/> Add | | | <u>MIAMI, FL 33142</u> |
| <input checked="" type="checkbox"/> Remove | | | |
| 3) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 4) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 5) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 6) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

AMENDING THE FOLLOWS ARTICLES:

ARTICLE III

ARTICLE IV

ARTICLE V

ADDING THE FOLLOWS ARTICLES:

ARTICLE VIII

ARTICLE IX

ARTICLE X

ARTICLE III

PURPOSE

Section 3.01. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 501 (c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donate to other charitable entities as defined in Section 501 (c)(3).

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific 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.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of Internal Revenue Code, or corresponding section of any future federal tax code.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization 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.

Section 3.02. Notwithstanding any other provision of these articles of incorporation:

- A. No part of the net earnings of the Corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- B. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170 (c)(2) of Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

- C. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of section 501 (c)(3) of Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE IV

MEMBERSHIP

The Corporation shall no voting members.

ARTICLE V

INITIAL OFFICER AND/OR DIRECTORS

| Title | Name | Address |
|----------------|--------------|---------------------------------|
| President | Erick Nunez | 1726 NW 36th St, Miami FL 33142 |
| Vice-President | Isela Romero | 1726 NW 36th St, Miami FL 33142 |
| Treasure | Isela Romero | 1726 NW 36th St, Miami FL 33142 |
| Secretary | Isela Romero | 1726 NW 36th St, Miami FL 33142 |

ARTICLE VIII

The Corporation is a Nonprofit Corporation

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- A. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty.
- B. With respect to any matters which shall be settle by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation.
- C. With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or Officers may be entitle under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE X

LIMITATION ON SCOPE OF LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the Corporation,
- B. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director,
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D. An act or omission by the Director for which liability is expressly provided by statute.

The date of each amendment(s) adoption: 10/03/2019, if other than the date this document was signed.

Effective date if applicable: 10/03/2019
(no more than 90 days after amendment file date)

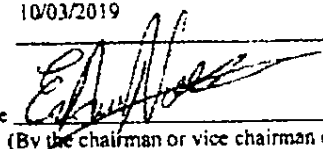
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/03/2019

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)

ERICK A. NUNEZ

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)