

N16000004041

(Requestor's Name)

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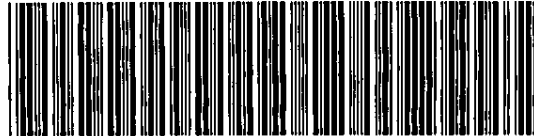
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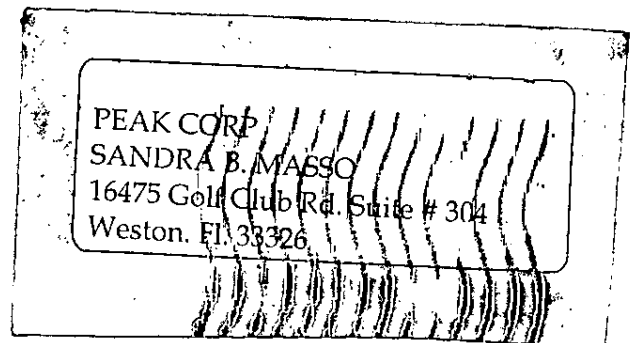
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DIVISION OF CORPORATE REGISTRATION  
2017 JAN 17 AM 10:07



JAN 18 2017

C LEWIS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 10, 2016

PEAK CORP / SANDRA B. MASSO  
16475 GOLF CLUB RD SUITE 304  
WESTON, FL 33326 US

SUBJECT: GRUPO RED COMMUNITY FOUNDATION CORP.  
Ref. Number: N16000004041

We have received your document for GRUPO RED COMMUNITY FOUNDATION CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not file new articles of incorporation. The original articles of incorporation never change. You can file an amendment to the articles or you can file amended and restated articles. You can not file both at the same time. Please amend your document accordingly.

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

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 916A00021721

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17 JAN 13 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Florida Department of State.  
Division of Corporations  
Mrs. Carolyn Lewis  
Regulatory Specialist II

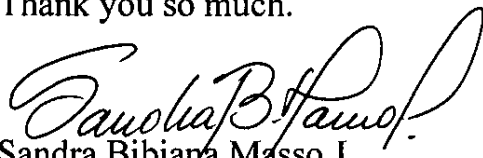
Weston Fl. 2017-01-08

Ref. Doc# N16000004041

Miss. Carolyn Lewis

As per your request, I attached the correction to the amendment of the  
Articles of Incorporation of Grupo Red Community Foundation Corp.

Thank you so much.



Sandra Bibiana Masso J.

Register Agent.

Ofc. 1-888-774-99044

Cell Phone. 305-282-8251

GRUPO RED COMMUNITY FOUNDATION CORP.  
EIN: N16-000004041

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# **GRUPO RED COMMUNITY FOUNDATION CORP.**

A FLORIDA Non-profit Corporation

## **AMENDMENT TO THE ARTICLES OF INCORPORATION**

N16 00000 404 1

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this corporation shall be:

**GRUPO RED COMMUNITY FOUNDATION CORP.**

The business of the corporation may be conducted as:

**GRUPO RED COMMUNITY FOUNDATION CORP.**

### **ARTICLE II DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III PURPOSE**

#### **3.01 Purpose**

**GRUPO RED COMMUNITY FOUNDATION CORP** is a non-profit corporation and shall operate 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 the corresponding section of any future federal tax code.

#### **3.02 Non-Profit**

GRUPO RED COMMUNITY FOUNDATION CORP  
EIN: N16-000004041

**GRUPO RED COMMUNITY FOUNDATION CORP** is designated as a non-profit corporation.

#### **ARTICLE IV** **NON-PROFIT NATURE**

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

**GRUPO RED COMMUNITY FOUNDATION CORP** 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 **GRUPO RED COMMUNITY FOUNDATION CORP** 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.

**GRUPO RED COMMUNITY FOUNDATION CORP** 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 **GRUPO RED COMMUNITY FOUNDATION CORP** 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**

GRUPO RED COMMUNITY FOUNDATION CORP.  
EIN: N16-000004041

Upon termination or dissolution of the **GRUPO RED COMMUNITY FOUNDATION CORP**, 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 **GRUPO RED COMMUNITY FOUNDATION CORP** hereunder shall be selected by the discretion of a majority of the managing body of the **GRUPO RED COMMUNITY FOUNDATION CORP** 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 **GRUPO RED COMMUNITY FOUNDATION CORP** 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.

#### **4.04 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.

#### **4.05 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.

#### **4.06 Prohibited Activities**

GRUPO RED COMMUNITY FOUNDATION CORP.  
EIN: N16-000004041

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**

GRUPO RED COMMUNITY FOUNDATION CORP shall be governed by its board of directors.

### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Executive Director:	JUAN SANTIAGO CABALLERO
Officer:	MIRLAINE ALMEIDA
Officer:	JAMES C. BURNS

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

GRUPO RED COMMUNITY FOUNDATION CORP shall have no 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**

GRUPO RED COMMUNITY FOUNDATION CORP.  
EIN: N16-000004041

#### **8.01 Corporate Address**

The address of the corporation is:

**GRUPO RED COMMUNITY FOUNDATION CORP**  
175 SW 7<sup>th</sup> Street Suite # 1100  
Miami, Fl. 33180

The mailing address of the corporation is:

**GRUPO RED COMMUNITY FOUNDATION CORP**  
175 SW 7<sup>th</sup> Street Suite # 1100  
Miami, Fl. 33180

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

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

**PEAK CORP**  
16475 Golf Club Rd. Suite # 304  
Weston, Fl. 33326

### **ARTICLE X** **INCORPORATOR**

The incorporators of the corporation are as follow:

**PEAK CORP**  
16475 Golf Club Rd. Suite # 304  
Weston, Fl. 33326

## **CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

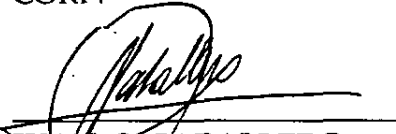


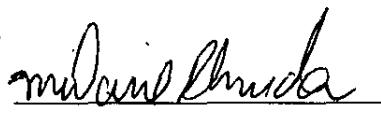
GRUPO RED COMMUNITY FOUNDATION CORP.  
EIN: N16-000004041

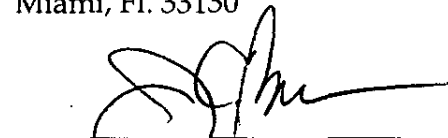
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of

**GRUPO RED COMMUNITY FOUNDATION CORP**

Were approved by the board of directors on April, 18, 2016 and constitute a complete copy of Articles of Incorporation of the GRUPO RED COMMUNITY FOUNDATION CORP.

  
**JUAN S. CABALLERO**  
Executive Director  
175 SW 7<sup>th</sup> Street  
Suite # 1100  
Miami, Fl. 33130

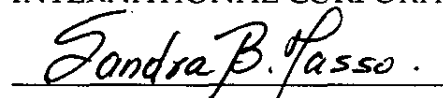
  
**MIRLAINE ALMEIDA**  
Officer  
175 SW 7<sup>th</sup> Street  
Suite # 1100  
Miami, Fl. 33130

  
**JAMES C. BURNS**  
Officer  
175 SW 7<sup>th</sup> Street  
Suite # 1100  
Miami, Fl. 33130

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**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Sandra B. Masso -PEAK CORP- , agree to be the registered agent for GRUPO RED INTERNATIONAL CORPORATION as appointed herein.

  
NAME, Registered Agent

Date: 09/20/2016

The date of each amendment(s) adoption: AUGUST 10, 2016  
date this document was signed.

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DIVISION OF CORPORATIONS

Effective date if applicable: AUGUST 10, 2016

(no more than 90 days after amendment file date)

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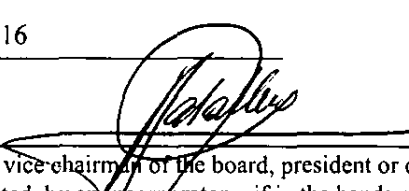
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 August 10, 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)

JUAN S. CABALLERO

(Typed or printed name of person signing)

EXECUTIVE OFFICER

(Title of person signing)