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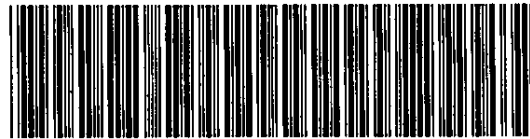
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2017 AUG - 8 PM 4:18
DIVISION OF CORPORATIONS
SECRETARY OF STATE

JUL 26 2017
C McNAIR

AUG 08 2017

C McNAIR

Romy B. Jurado, Esq.
Jennie G. Farshchian, Esq.
T (305) 921-0440
F (305) 921-0438



12955 Biscayne Boulevard
Suite 328
North Miami, FL 33181
www.jflawfirm.com

Attention: Cheryl McNair

Good afternoon Cheryl,

I hope this letter finds you well. Enclosed please find the modified Articles of
Incorporation for Fundacion Luchemos Por La Vida, Inc as per Letter Number 017A00015072.

Please feel free to reach out to me should you need anything else.

Thanks in advance,

Mario Menendez
Paralegal to Attorney Romy B. Jurado

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CORRECTIONS
121 PM
AUG - 8 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fundacion Luchemos Por La Vida, Inc.

DOCUMENT NUMBER: N16000005376

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

Please return all correspondence concerning this matter to the following:

Romy B. Jurado

Name of Contact Person

Jurado & Farshchian, P.L.

Firm/ Company

12955 Biscayne Blvd., Suite 328

Address

North Miami, FL 33181

City/ State and Zip Code

Romy@jflawfirm.com

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

For further information concerning this matter, please call:

Romy B. Jurado

Name of Contact Person

at (305)

921-0440

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

RECEIVED
DIVISION OF CORPORATIONS
17 AUG - 8 PM 4:19

RECEIVED
17 AUG - 8 AM 10:54
DIVISION OF CORPORATIONS

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
FUNDACION LUCHEMOS POR LA VIDA, INC.
(A FLORIDA NONPROFIT CORPORATION)**

RECEIVED
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2017 AUG -8 PM 4:10

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopted the following amended and restated articles of incorporation for the corporation:

RECITALS

WHEREAS, the original Articles of Incorporation for the Corporation were filed on May 26th, 2016.

NOW, THEREFORE, the parties, intending to amend and restate the Articles of Incorporation in its entirety, be bound by these amended and restated Articles, and accordingly the parties hereby amend and restate the Articles of Incorporation and adopt these Amended and Restated Articles of Incorporation to establish the existence and foundation of the Corporation as follows:

ARTICLE I. NAME

The name of the corporation shall be Fundacion Luchemos Por La Vida, Inc. (the "Corporation").

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

3.1 Nonprofit Corporation. The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

3.2 Purposes and Powers. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit. By way of explanation and not of limitation, the purposes for which the Corporation is organized are to advance education of the underprivileged children and adolescents; combat the community deterioration by providing health assistance to the underprivilege and the poor; and, to lessen the Government's burden to assist those in need. The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not For Profit Corporation Act and which the Board of Trustees may deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Trustees to be necessary or desirable in connection with any of the Corporation's business.

3.3 Further Activities. To carry on such other activities that in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

3.4 Powers. Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles on Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

ARTICLE IV. LIMITATIONS

4.1 No part of the net earnings of the corporation 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 Article III hereof. 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 publishing or distribution of statements) any political campaign on 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 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 Code, or the corresponding section of any future federal tax code.

4.2 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 V. MEMBERS

5.1 The Corporation will have no members.

ARTICLE VI. DIRECTORS

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3). The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation. The initial Board of Directors and their respective addresses:

Nicola Villano, President
2250 NW 114th Avenue, Unit 1C, Miami, FL 33172

Jason M. Mendez, Vice-President
2250 NW 114th Avenue, Unit 1C, Miami, FL 33172

Elias H. Perez, Director
100 Danielle Ct, Weston, FL 33326

Angie L. Checure, Director
549 Racquet Club Road #29, Weston, FL 33326

Maria A. Gomez, Director
501 Brickell Key Drive, #205, Miami, FL 33131

Mery C. De Los Ríos, Director
1900 Alamanda Dr, North Miami, FL 33181

6.3 The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Offices elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance with the Florida Not for Profit Corporation Act and the Code, or corresponding section of any future federal tax code, which procedures are set out in the Bylaws.

ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be eliminated or limited to the full extent permitted by

the Florida Not for Profit Corporation Act, as so amended, without the need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

8.1 Right to Indemnification. The corporation shall have the power and authority to provide indemnification in accordance with the law and the Bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the Bylaws of the Corporation.

ARTICLE IX. BYLAWS

9.1 The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE X. INCORPORATOR

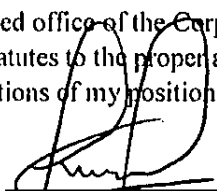
The name and address of the incorporator of the Corporation is: Elias H. Perez, 100 Danielle Ct., Weston, FL 33326.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The street address of the new registered office of the corporation is be 20851 Johnson Street #119, Pembroke Pines, FL 33029. The name of its initial registered agent at that address is Elias H. Perez.

Acceptance of Appointment

Elias H. Perez, hereby accepts the appointment of Registered Agent in the State of Florida for Fundacion Luchemos Por La Vida, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Elias H. Perez
Registered Agent

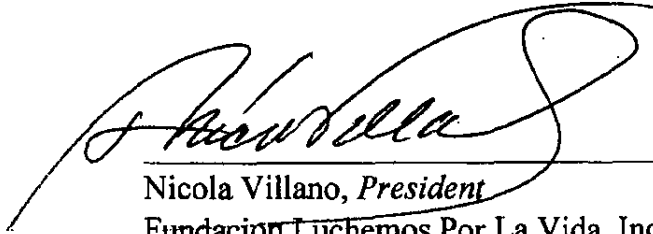
ARTICLE XII. INITIAL PRINCIPAL PLACE OF BUSINESS

The address of the initial principal place of business of the Corporation shall be 20851 Johnson Street #119, Pembroke Pines, FL 33029.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors then in office. There are no members or members entitled to vote on the amendment, and this Amendment has been adopted by the Board of Directors on July 10th, 2017.

Date: July 12, 2017



Nicola Villano, *President*
Fundacion Luchemos Por La Vida, Inc.