

N16000011893

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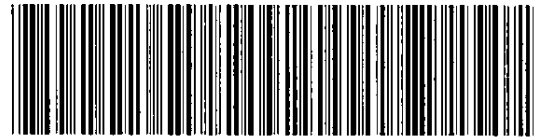
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U.S. DEPARTMENT OF JUSTICE

RECEIVED
DIVISION OF REVENUE
2017 JUL -5 AM 10:08

JUL 11 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

RECEIVED
DIVISION OF CORPORATIONS
2017 JUL -5 AM 10:00

NAME OF CORPORATION: FEAFRO USA INSTITUTE. CORP.

DOCUMENT NUMBER: NI6000011893

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

Please return all correspondence concerning this matter to the following:

SANDRA B. MASSO

(Name of Contact Person)

PEAK CORP

(Firm/ Company)

16475 Golf Club Rd. Suite # 304

(Address)

Weston, Fl. 33326

(City/ State and Zip Code)

smasso@peakcorpo.com

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

For further information concerning this matter, please call:

SANDRA B. MASSO

(Name of Contact Person)

at (305) 282-8251

(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
Chfton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FEAFRO USA INSTITUTE, CORP.

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

N16000011893

(Document Number of Corporation (if known))

2017 JUL -5 AM 10:08
DIVISION OF REVENUE
STATE OF FLORIDA

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:

N/A

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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:

N/A

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 type="checkbox"/> Change		N/A	N/A
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input 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)

The articles will change, please see the see the attached document with the new articles.

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

Effective date if applicable: June 6, 2017

(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 June 6, 2017

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)

JOSE A. PRAZERES

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FEAFRO USA INSTITUTE CORP.
A FLORIDA Non-profit Corporation

**AMENDMENT TO THE ARTICLES OF
INCORPORATION**

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be:

FEAFRO USA INSTITUTE CORP.

The business of the corporation may be conducted as:

FEAFRO USA INSTITUTE CORP.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

FEAFRO USA INSTITUTE CORP is a non-profit corporation and shall operate exclusively for charitable, educational, medical and charitable development of environmentally sustainable housing and infrastructure 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.

FEAFRO USA INSTITUTE CORP is organized for the purpose of raising funds to support, administer and promote charitable development of environmentally sustainable housing and infrastructure.

To maximize our impact on current efforts, **FEAFRO USA INSTITUTE CORP** may seek to collaborate with other development, healthcare and education non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational, research and charitable purposes.

At times, per the discretion of the Board of Directors, **FEAFRO USA INSTITUTE, CORP** 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 Non-Profit

FEAFRO USA INSTITUTE CORP. is designated as a non-profit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

FEAFRO USA INSTITUTE CORP. is organized exclusively for charitable, educational, medical and charitable development of environmentally sustainable housing and infrastructure. 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 **FEAFRO USA INSTITUTE 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.

FEAFRO USA INSTITUTE 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, charitable educational, medical and charitable development of environmentally sustainable housing and infrastructure 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 **FEAFRO USA INSTITUTE 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

Upon termination or dissolution of the **FEAFRO USA INSTITUTE 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 **FEAFRO USA INSTITUTE CORP.**, hereunder shall be selected by the discretion of a majority of the managing body of the **FEAFRO USA INSTITUTE 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 **FEAFRO USA INSTITUTE 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

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

FEAFRO USA INSTITUTE CORP shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Chief Executive Officer:	JOSE A PRAZERES
Chief Financial Officer:	SANDRA B. MASSO

ARTICLE VI
MEMBERSHIP

6.01 Membership

FEAFRO USA INSTITUTE 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

8.01 Corporate Address

The address of the corporation is:

FEAFRO USA INSTITUTE CORP
749 Shotgun Rd
Sunrise Fl. 33326

The mailing address of the corporation is:

FEAFRO USA INSTITUTE CORP
749 Shotgun Rd.
Sunrise Fl. 33326

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

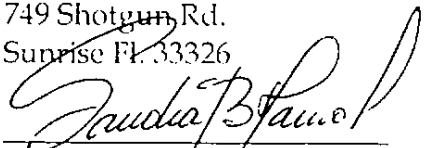
The incorporators of the corporation are as follow:

Sandra Bibiana Masso J.
PEAK CORP
16475 Golf Club Rd. Suite # 304
Weston, Fl. 33326

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

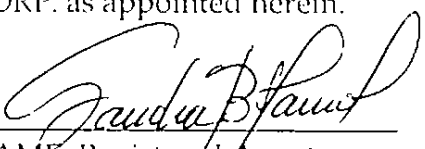
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **FEAFRO USA INSTITUTE CORP.** was approved by the board of directors on November 22, 2016 and constitutes a complete copy of Articles of Incorporation of the FEAFRO USA INSTITUTE CORP.


JOSE A. PRAZERES
Chief Executive Officer
749 Shotgun Rd.
Sunrise Fl. 33326


SANDRA B. MASSO
Chief Executive Officer
749 Shotgun Rd.
Sunrise Fl. 33326

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

I, Sandra B. Masso -PEAK CORP-, agree to be the registered agent for FEAFRO USA CORP. as appointed herein.


NAME, Registered Agent

Date: 06/05/2017