

N170000002260

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

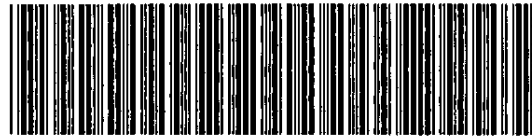
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100297135331

03/31/17--01018--030 **43.75

FILED
2017 MAR 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/CC

APR 03 2017
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MIA BAY FOUNDATION INC.

DOCUMENT NUMBER: N17000002260

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

Please return all correspondence concerning this matter to the following:

NORMAN PESELEV

(Name of Contact Person)

(Firm/ Company)

250 174th St. Apt. 2008

(Address)

Sunny Isles Beach, FL 33160

(City/ State and Zip Code)

dir.anirix@gmail.com

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

For further information concerning this matter, please call:

Norman Peselev

305 4574449

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 &
Certificate of Status | <input checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

FILED
2017 MAR 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIA BAY FOUNDATION INC.

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

N17000002260

(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:

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:

(Principal office address MUST BE A STREET ADDRESS)

1750 NE 191 St. Apt. 513

North Miami Beach, FL 33179

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

1750 NE 191 St. Apt. 513

North Miami Beach, FL 33179

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

(Florida street address)

New Registered Office Address:

N/A

(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	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
2) <input type="checkbox"/> Change	N/A	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3) <input type="checkbox"/> Change	N/A	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	N/A	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	N/A	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	N/A	_____	_____
<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)

ARTICLE II

The principal place of business address: 1750 NE 191 St. # 513, North Miami Beach, FL 33179

The mailing address of the corporation is: 1750 NE 191 St. # 513, North Miami Beach, FL 33179

ARTICLE III

3.1 This corporation is organized exclusively for charitable, humanitarian, developmental, and educational purposes.

Specifically, this corporation shall provide provide medical, financial, humanitarian, developmental and educational support in order to address and prevent problems faced by children, youth, and elderly people living in and arriving from developing countries and to foster their integration into American society. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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, this 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 of 1986, 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.

3.2. This corporation is not organized and shall not be operated for the private gain of any person. The property of this 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.

Articles of Amendment to Articles of Incorporation of MIA BAY FOUNDATION INC.

Document Number N17000002260

Part E.

ARTICLE III (continued)

3.3. 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 3.1.

3.4. 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.

3.5. 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 VIII

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation 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.

ARTICLE IX

9.1. Dissolution. Upon termination or dissolution of this corporation, 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.

9.2. Asset Recipients. The organization to receive the assets of this corporation hereunder shall be selected by the discretion of a majority of the Board of Directors of the corporation 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 this corporation by one (1) or more of its Directors 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.

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

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 24, 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)

Norman Peselev

(Typed or printed name of person signing)

Secretary

(Title of person signing)