

N170000003987

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FILED
17 MAY 15 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 17 2017

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CREATING SONRISAS, INC.
3150 SW 38TH Avenue, 11th Floor
Miami, FL 33146

May 11, 2017

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Creating Sonrisas, Inc.
Ref. Number N17000003987
Letter Number: 817A00008732

To whom it may concern:

Pursuant to your instructions, I enclose the following documents:

- Letter from the Division of Corporations, Florida Department of State dated May 3, 2017, letter number: 817A00008732. The letter indicates we have already paid the \$43.75 fee.
- Signed copies of the Articles of Amendment to Articles of Incorporation of Creating Sonrisas, Inc.
- Page 4 of 4 of the official "cover letter" from the Dept. properly signed.

If you have any questions, or if you need any additional information to record this amendment to the articles of incorporation, please call me at 305-377-9231 or contact me via e-mail at e-torgas@mbafcpa.com.

Yours truly,


Ed S. Torgas

Treasurer/Incorporator/Agent of Record

Encs.

RECEIVED
17 MAY 15 AM 9:20
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FILED
17 MAY 15 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FL 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CREATING SONRISAS, INC

DOCUMENT NUMBER: N17000003987

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

Please return all correspondence concerning this matter to the following:

ED S. TORGAS

(Name of Contact Person)

MORRISON, BROWN, ARGIZ & FARRA, LLC

(Firm/ Company)

3150 SW 38TH AVENUE, 11TH FLOOR

(Address)

MIAMI, FL 33146

(City/ State and Zip Code)

ETORGAS@MBAFCPA.COM

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

For further information concerning this matter, please call:

ED S. TORGAS

305 377-9231

(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

FILED
17 MAY 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
to
Articles of Incorporation
of
Creating Sonrisas, Inc.**

FILED
17 JUL 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

Name of the Corporation

The name of the corporation is: CREATING SONRISAS, INC. (herein after referred to as the "Corporation").

Article II

Principal Place of Business and Mailing Address

The principal place of business and mailing address is 3150 SW 38th Avenue, 11th Floor, Miami, FL 33146

Article III

Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Moreover, the Corporation is organized to assist low income families, particularly the elderly, with basic needs such as food, clothing, shelter, basic utilities, medication and transportation. Additionally, the organization may fund or provide recreational, educational and/or

entertainment events/activities to lift the spirits of low income families, particularly the elderly, who may be suffering from illnesses, depression and/or loneliness.

Article IV

Commencement of the Corporation

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of the Articles of Incorporation.

Article V

Duration of the Corporation

The duration of the corporation shall be perpetual unless dissolved according to law.

Article VI

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, who shall manage and direct the affairs of the Corporation in accordance with applicable law and as provide in the by-laws of the Corporation. The number of directors of the Corporation shall be not less than three (3) people. The number and method of election or appointment of directors shall be stated in the by-laws of the Corporation. The voting and other rights of the Board of Directors shall be as provided in the by-laws of the Corporation. The Board of Directors of this Corporation shall have the power to adopt, amend or repeal the by-laws, which shall from time to time be adopted.

Article VII

Initial Officers and Directors

The name and address of each person who is to initially serve as a Director and Officer until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

President: Antonio L. Argiz
1450 Brickell Drive, 18th Floor
Miami, FL 33131

Secretary: Raul Incera
1450 Brickell Bay Drive, 18th Floor
Miami, FL 33131

Treasurer: Ed S. Torgas
3150 SW 38th Avenue, 11th Floor
Miami, FL 33146

Article VIII

Directors' and Officers' Compensation and Indemnification

Compensation. A director of the Corporation shall not receive compensation directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged to do so by the Board of Directors, as a member of the administrative staff of the Corporation. These prohibitions shall not preclude reimbursement of a director or officer for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the by-laws.

Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every director or officer of the Corporation in amounts determined from time to time by the Board of Directors.

Article IX

By-laws

The Board of Directors shall adopt by-laws consistent with these Articles of Incorporation. The by-laws may be amended, altered, added to, repealed, or new by-laws may be adopted only by an affirmative vote of two thirds of all votes given by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

Article X

Manner in which Directors and Officers are elected or appointed

The manner in which directors and officers are elected or appointed is as provided in the by-laws.

Article XI
Restrictions

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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XII
Members

The Corporation shall not have any membership or members.

Article XIII
Dissolution and Disposition of Assets

Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote given by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment and discharge of all the liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding

section of any future federal tax code ("exempt purposes"), or the remaining assets shall be distributed either to the federal government or to a state or local government for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county where the principal office of the Corporation is then located. Such court shall determine which organization or organizations the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

Article XIV

Initial Registered Office and Agent

The names, address and titles of the registered agent of the corporation is: Ed Torgas, 3150 SW 38th Avenue, 11th Floor, Miami, FL 33146

Article XV

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Ed S. Torgas
3150 SW 38th Avenue, 11th Floor
Miami, FL 33146

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of April, 2017.


Ed S. Torgas, Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

Creating Sonrisas, Inc.

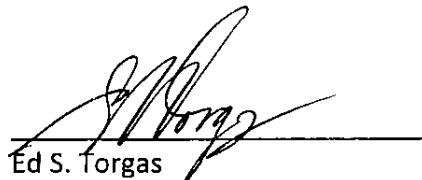
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Creating Sonrisas, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Corporation, at the City of Miami, County of Miami-Dade, State of Florida, has named ED S. TORGAS as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at 3150 SW 38th Avenue, 11th Floor, Miami, FL 33146, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 10th day of April 2017.


Ed S. Torgas

04/12/2017

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

N/A

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.

04/12//2017

Dated

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)

ED S. TORGAS

(Typed or printed name of person signing)

TREASURER

/ INCORPORATOR / Agent of Record

(Title of person signing)