

117000004875

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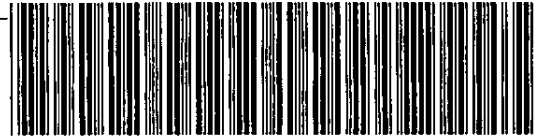
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11/21/17

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ROOTS OF CHANGE FOUNDATION INC

DOCUMENT NUMBER: N17000004875

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

Please return all correspondence concerning this matter to the following:

DANIEL LUGO

(Name of Contact Person)

ROOTS OF CHANGE FOUNDATION INC

(Firm/ Company)

682 WEST 50th STREET

(Address)

HIALEAH, FL 33012

(City/ State and Zip Code)

kdangroup@hotmail.com

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

For further information concerning this matter, please call:

DANIEL LUGO

786

556 8095

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

ROOTS OF CHANGE FOUNDATION INC

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

N17000004875

(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)

682 WEST 50th STREET

HIALEAH, FL 33012

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

682 WEST 50th STREET

HIALEAH, FL 33012

**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)

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

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HIALEAH, FLORIDA

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	<u>VP</u>	<u>MAYKEL C ALEDO</u>	<u>2302 SW 81ST WAY</u>
<input type="checkbox"/> Add			<u>NORTH LAUDERDALE</u>
<input checked="" type="checkbox"/> Remove			<u>FL 33068</u>
2) <input type="checkbox"/> Change	<u>VP</u>	<u>FERNANDO ALVAREZ</u>	<u>682 WEST 50th STREET</u>
<input checked="" type="checkbox"/> Add			<u>HIALEAH</u>
<input type="checkbox"/> Remove			<u>FL 33012</u>
3) <input type="checkbox"/> Change	<u>D</u>	<u>EZEQUIEL ALVAREZ</u>	<u>2302 SW 81ST WAY</u>
<input type="checkbox"/> Add			<u>NORTH LAUDERDALE</u>
<input checked="" type="checkbox"/> Remove			<u>FL 33068</u>
4) <input type="checkbox"/> Change	<u>D</u>	<u>REYNOLDS MARTINEZ</u>	<u>682 WEST 50th STREET</u>
<input checked="" type="checkbox"/> Add			<u>HIALEAH</u>
<input type="checkbox"/> Remove			<u>FL 33012</u>
5) <input type="checkbox"/> Change	<u>ES</u>	<u>SHENYA ACOSTA</u>	<u>682 WEST 50th STREET</u>
<input checked="" type="checkbox"/> Add			<u>HIALEAH</u>
<input type="checkbox"/> Remove			<u>FL 33012</u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

Amended and additional articles in attached sheets.

09/02/2017

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

09/02/2017

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.

09/02/2017

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)

DANIEL LUGO

(Typed or printed name of person signing)

C

(Title of person signing)

### **ARTICLE III - PURPOSE OF THE CORPORATION. (amended)**

The exclusive purpose for which the Corporation is to be organized is for and to perform and being engaged in labor charitable/educational activities within and in compliance with the meaning and intent of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

This principal objective is to be achieved through:

- (i) Being a non-partisan and a non-profit corporation dedicated to promoting entrepreneurship, training, access to information and the development of the Hispanic community on social, economic, financial, legal and political issues.
- (ii) Work as a liaison between the Hispanic community and business through interactive education.
- (iii) Provide information and advice in the creation and development of Hispanic small businesses.
- (iv) Facilitate interaction between small business and large companies to complement each other to make more profit, loans and grants.
- (v) Training of entrepreneurs in economic, financial and legal issues.
- (vi) Create and strengthen links between Hispanic entrepreneurs and banks in a mutually beneficial relationship.
- (vii) Provide information and training about rights and opportunities in business, economic, financial, legal and political.
- (viii) Creation and distribution of courses and training materials for Hispanic entrepreneurs.
- (ix) To promote scholarship opportunities for Hispanic community.
- (x) Encouraging entrepreneurship in vulnerable areas.
- (xi) Using social networks and technological resources for the creation and strengthening of business and sales through the internet.
- (xii) Generate jobs for entrepreneurs.
- (xiii) Generate communication channels as a mechanism for disclosure of the activities and achievements of the organization.

### **ARTICLE IV - MANNER OF ELECTION. (amended)**

#### **Section 1: Member quorum and voting.**

A majority of the members entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of members. If a quorum, as herein defined, is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter thereof will be the act of the members unless otherwise provided by law.

#### **Section 2: Voting of Members.**

Each member will be entitled to one vote on each matter submitted to a vote at a meeting of members.

## **Section 5: Membership Termination.**

Membership in the corporation may be terminated if a member engages in any conduct or activity that materially interferes with or conflicts with the purpose of this corporation, including but not limited to substantial and material violation of the Bylaws and roles of this corporation that may be adopted from time to time. Termination of membership shall be recorded in the membership book of the corporation and the rights and privileges of a member cease upon termination of membership.

## **Section 6: Member Voting.**

A member who is entitled to vote may vote in person or may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. An appointment or a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy. If directors or officers are to be elected by members, it is hereby provided that such elections may be conducted by mail.

If any corporation is a member of this corporation, the chairman of the board, president, any vice-president, the secretary or the treasurer of the member corporation, and any such officer or cashier or trust officer of a banking or trust corporation holding such membership, and any like officer of a foreign corporation whether for profit or not for profit, holding membership shall be deemed to have the authority to vote on behalf of the member corporation and to execute proxies and written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the Bylaws or resolution of the board of directors or executive committee of the member that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing any such proxies, waivers or consents or presenting himself at a meeting as one of such officers of a corporate member shall be conclusively deemed to be duly elected, qualified and acting as such officer and to be fully authorized.

In the case of conflict representation, the corporate member shall be deemed to be represented by its senior officer in the order first stated herein. In all elections for directors every member entitled to vote has the right to cumulate his votes and to give one candidate a number of votes equal to the number of votes he could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates. If the corporation has no members or its members do not have the right to vote, the directors shall have the sole voting power.

## **ARTICLE VIII - MEETINGS OF MEMBERS. (added)**

### **Section 1: Annual Meeting.**

The annual members meeting of the above named non-profit corporation will be held on the 15th day of July, of each year or at such other time and place as designated by the board of directors of the above named non-profit corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. The corporation will hold annual meetings of members for the election of directors and such other business as may come before the meeting



#### **Section 6: Notice of Adjourned Meeting.**

When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each member of record entitled to notice of such meeting.

A director may resign at any time by delivering written notice thereof to the board of directors or its chairman or the above named corporation. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of director provides that the successor does not take office until the effective date.

#### **Section 9: Quorum and Voting.**

A majority of numbers of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors.

#### **Section 10: Executive and Other Committees.**

A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee

#### **Section 11: Place of Meeting.**

Special or regular meetings of the board of directors will be held within or out of the State of Florida.

#### **Section 12: Notice, Time and Call of Meetings.**

Regular meetings of the board of directors will be held without notice on such dates as are designated by the board of directors. Written notice of the time and place of special meetings of the board of directors will be given to each director by personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting.

Neither the business to be transacted for the purpose of, regular or special meetings of the board of directors need be specified in the notice or waiver of notice of such meeting.

meetings of the members and board of directors. He/she serves as presiding officer at Executive Council and business meetings and as official representative of the organization.

The Chairman appoints special Committees with the approval of the Executive Council; he has sole authority for entering into contracts on behalf of the organization, with the approval of the Executive Council. The said officer provides an annual report to the membership on the state of the organization and the actions of the Executive Council and he assign duties to committees, appoint committee chairs with the approval of the Executive Council and give each chair written charges of their duties prior to the Executive Council meeting. In each year that a new chairman has been elected, these duties will fall to the chairman elected in consultation with the outgoing chairman.

The president will, in the event of the absence or inability of the Chairman to exercise his office and to act as liaison between the board and the staff.

- (i) Ensure that members understand their jobs and are able to fulfill those expectations. This is achieved by providing a thorough orientation of new members, offering board development and education to make sure that members have the skills that they need as well as monitoring their performance and intervening as appropriate.
- (ii) Help recruit new members and develop succession plans for committee chairs. The president needs to be sure that there is the right number of board members with the optimal set of skills needed by the organization.
- (iii) Provide structure so that the work of the board and organization can be accomplished. The president must ensure that there is an agenda for each meeting, minutes are kept and reviewed as well as reports provided in advance of the meeting to allow for a complete review and consideration of the issues by the board.
- (iv) Preside over the meetings. In this capacity, the president makes sure that the topics on the agenda are given complete consideration, that consensus is achieved and that everyone has an opportunity to be heard. The president needs to balance thorough discussion with efficiency in moving through the agenda.
- (v) Ensure that management tools are developed and implemented. These tools include a year strategic plan, annual action plans, a budget, human resources plan.
- (vi) Work with the committee chairs. The president may serve as an ex officio member of the board's various committees. Depending on the by-laws of the organization, the president may be a nonvoting member. The president should work with each committee chair to identify potential problems or issues and help the chair to resolve them.
- (vii) Work closely with while not micromanaging the executive director. The president provides advice and acts as a sounding board. In conjunction with the personnel committee, the board president ensures that an annual evaluation of the CEO is conducted and that the CEO is compensated fairly.
- (viii) Serve as a link to community. The board president must work with the media, constituents of the organization, funders and legislators to create positive working relationships and promote the organization. The president must be prepared to act

- (iv) Financial Policies - Overseeing the development and observation of the organization's financial policies
- (v) Reports - Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board.

The president and the treasurer are the only officers authorized by the executive council and the board of directors to manage the funds and resources of the Corporation. Therefore, both, the president and the treasurer are, without any exception, the only officers of the organization accountable and responsible for the use of said funds and resources.

### **Section 3: Removal and Resignation of Officers**

An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the board of directors.

Any officer may resign at any time by delivering notice to the above named non-profit corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

## **ARTICLE X - MEMBERSHIP CERTIFICATES. (added)**

### **Section 1: Membership Certificates.**

The corporation may issue certificates in any form evidencing membership in the corporation.

### **Section 2: Issuance.**

In the event that the corporation issues certificates for members, then and in that event, every member shall receive a certificate reflecting such membership in this non-profit corporation.

### **Section 3: Form.**

Membership certificates in the above named non-profit corporation will be signed by the chairman or president, and the secretary or an assistant secretary and will be sealed with the seal of the above named non-profit corporation.

### **Section 4: Transfer of Membership.**

Membership rights in this non-profit corporation are not transferable except as otherwise provided under this Florida law. If so transferable, the non-profit corporation will register a membership certificate presented for transfer if the transfer is made in accordance with Florida law and if said certificate is properly endorsed by the member of record or by the members duly authorized agent.

- (iii) The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:
  - (a) Excerpts from Minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, Minutes of any meeting of the members, and records of action taken by the members or board of directors without a meeting to the extent not otherwise subject to inspection;
  - (b) Accounting records of the corporation;
  - (c) Record of members;
  - (d) Any other books and records.

The foregoing inspection rights may be exercised by a member, member's agent or member's attorney it is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida Law. If requested by a member, the corporation will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

### **Section 3: Financial Reports for Members.**

Within 60 days following the end of the fiscal or calendar year or annually, the board of directors of the corporation shall mail or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of expenses by accounts and expense classification.

## **ARTICLE XII - EMERGENCY POWERS AND EMERGENCY BYLAWS. (added)**

The board of directors of the corporation may adopt Bylaws to be effective only in an emergency. An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. The emergency Bylaws may make all provisions necessary for managing the corporation during an emergency, including procedures for calling a meeting of the board of directors, quorum requirements for the meeting, and designation of additional or substitute director (s). The board of directors, either before or during any such emergency may provide, and from time to time modify, lines of succession if during such emergency, any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency.

The emergency Bylaws are not effective after the emergency ends. Actions taken by the corporation in good faith in accordance with the emergency bylaw have the effect of binding the corporation and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency Bylaws otherwise provide, it's hereby provided that:

**ARTICLE XV - NO PERSONAL LIABILITY. (added)**

Members, directors and officers of the Corporation shall not be personally liable for the payment or any debt or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors or officers be subject to the payment of debts or obligations of the Corporation to any extent whatsoever

**ARTICLE XVI - CORPORATE SEAL. (added)**

The board of directors will provide a corporate seal which will be in circular form embossing in nature and stating, "Corporate Seal", "Florida", year of above named incorporation and name of said above named nonprofit corporation.

**ARTICLE XVII - AMENDMENT. (added)**

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority vote of the full board of directors.