

N17000010304

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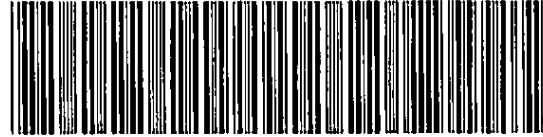
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Amend

JAN 31 2018

D CUSHING



ERIC P. GROS-DUBOIS, ESQ.
DIRECT DIAL: (786) 837-6787
DIRECT FAX: (305) 718-0687
E-MAIL: ERIC@EPGDLAW.COM

December 14, 2017

Via USPS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Digisalud USA Inc.
Florida Not for Profit Articles of Amendment**

To Whom It May Concern:

Attached, please find the Florida Not for Profit Articles of Amendment for Digisalud USA Inc., and a check for \$35.00.

Please send all correspondence concerning this matter to:

**Eric P. Gros-Dubois, Esq.
2701 Ponce de Leon Blvd., Ste. 202
Coral Gables, FL 33134**

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DIVISION OF CORPORATIONS
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If you need any additional information or should you have any questions, please do not hesitate to contact me at the address or phone number below.

Best Regards,

A handwritten signature in black ink, appearing to be 'Eric P. Gros-Dubois'.

Eric P. Gros-Dubois, Esq.
For the Firm

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Digisalud USA Inc.

DOCUMENT NUMBER: N17000010304

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

Please return all correspondence concerning this matter to the following:

Eric P. Gros-Dubois

(Name of Contact Person)

EPGD Attorneys at Law, P.A.

(Firm/ Company)

2701 Ponce De Leon Boulevard, Suite 202

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

Eric@epgdllaw.com

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

For further information concerning this matter, please call:

Eric P. Gros-Dubois

786

837-6787

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:

- ☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2017

ERIC P. GROS-DUBOIS, ESQ.
2701 PONCE DE LEON BLVD., STE 202
CORAL GABLES, FL 33134

SUBJECT: DIGISALUD USA INC.
Ref. Number: N17000010304

We have received your document for DIGISALUD USA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If a corporation has officers and directors the Incorporators cannot sign the documents unless they are listed as an officer or director.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 917A00026156

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DIVISION OF CORPORATIONS
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AMENDED ARTICLES OF INCORPORATION OF DIGISALUD USA INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. *Name.* The name of the corporation is as follows: DIGISALUD USA INC.

ARTICLE 2. *Address.* The address of the principal office and the mailing address of the corporation is: 5960 SW 57TH Avenue, Miami, FL 33143.

ARTICLE 3. *Initial Office and Registered Agent.* The street address of the initial office of the corporation is: 5960 SW 57TH Avenue, Miami, FL 33143. The name of its initial registered agent is: EPGD Attorneys at Law, P.A. and the address of the initial registered agent is: 2701 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134.

ARTICLE 4. *No Members.* The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. *Not For Profit.* The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

ARTICLE 6. *Duration.* The duration (term) of the corporation is perpetual.

ARTICLE 7. *Purposes.* The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to an organization that uses technology and innovation to empower dignified healthcare services for children in Latin America.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under 26 U.S.C.A. §501(c)(3), or as that statute may be amended.

ARTICLE 8. *Powers.* Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. *Limitation.* No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

ARTICLE 10. *Tax Exempt Status.* It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. *Dissolution.* On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational

purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

ARTICLE 12. *Board of Directors.* There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 13. *Officers.* The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

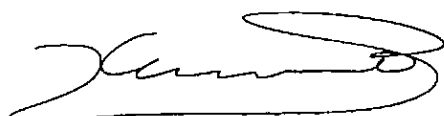
ARTICLE 14. *Incorporators.* The name and street address of each incorporator is as follows: Eric P. Gros-Dubois, Esq., 2701 Ponce de Leon Blvd., Suite 202, Coral Gables, FL 33134.

ARTICLE 15. *Bylaws.* The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16. *Amendment.* The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. *Indemnification and Civil Liability Immunity.* The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

In, witness, the undersigned have signed these amended articles of incorporation on January 10, 2018.



Cisneros, Claudia, President



Fontanals de Pared, Susana L., Vice-President

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

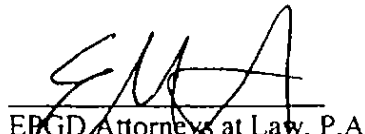
Pursuant to the provisions of Fla. Stat. §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: DIGISALUD USA INC.
2. Name and address of the registered agent and office:

EPGD Attorneys at Law, P.A.
2701 Ponce de Leon Blvd.,
Suite 202,
Coral Gables, FL 33134

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 11/17, 2018


EPGD Attorneys at Law, P.A.
By: Eric P. Gros-Dubois
Its: Registered Agent

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.