

NOV 20 2019

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

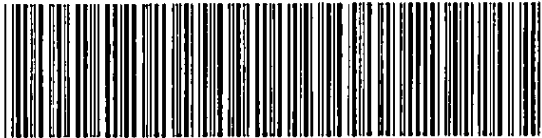
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200338209192

12/19/19--01001--017 **43.75

DEC 20 2019
S. YOUNG

FILED
19 DEC 19 PM 12:53
FALLAHOUSE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED AMENDED & RESTATED ARTICLES FOR:

ALUMNI SAN IGNACIO, INC.

PLEASE RETURN A CERTIFIED COPY

CHECK# 8530 FOR: \$43.75

THANK YOU!

FILED
19 DEC 19 PM 12:53
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Amended and Restated Articles of Incorporation

ALUMNI SAN IGNACIO, INC. d/b/a ALSI

Document Number:

N07000002777

EIN: 20-8653474

Pursuant to the provisions of Chapter 617, F.S., (Not for Profit), the undersigned incorporator, a natural person 18 years of age or older, adopts the following restated Articles of Incorporation for a corporate entity that has been created under the State of Florida as ALUMNI SAN IGNACIO, INC. (also operating as ALSI).

ARTICLES OF INCORPORATION

Article I: Name, Registered Office & Principal Address

Current name of the Corporation: ALUMNI SAN IGNACIO, INC. (also operating as ALSI).

The Corporation shall be located at:

240 Crandon Blvd
Suite 272
Key Biscayne, FL 33149

Article II: Purpose of the Corporation

This Corporation is organized under the State of Florida for Miami-Dade County, exclusively as a nonprofit public charitable organization, for social and educational purposes and is not organized for the private gain of any person. It is committed to improve the education, health and welfare of children in Venezuela and the world (in aspects that will include but not be limited to their educational, medical, food, psychological and educational urgent needs), by (i) raising funds for charitable institutions in Venezuela and the world; and (ii) supporting, initiating, and partnering with charitable institutions (in Venezuela and the world) and their programs related to the above-referred purposes.

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. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Corporation may receive and administer funds for charitable purposes, within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the

Board of Directors, will best promote the purposes of the Corporation, but at all times the Tax Exemption Requirements provided for by Article IV shall operate as conditions restricting the operations and activities of the Corporation.

Article III: Duration

The duration of the corporate existence shall be perpetual.

Article IV: Tax Exemption Requirements

The Corporation is organized and operated exclusively for the purposes set forth herein and therefore:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this Corporation shall inure to the benefit of any member of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No part of the activities of the Corporation shall constitute the carrying on of political propaganda and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any political party or candidate for public office.
3. Notwithstanding any other provision of these articles, 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 of 1986, as now enacted or hereafter amended.

Article V: Membership and Participacion.

ALSI is not a membership-based organization. However, the participation, collaboration and cooperation in favour of the Corporation and its purposes are open to the general public, free of charge, and based on and within the framework of the Articles of Incorporation and Bylaws of ALSI.

Participation in the Board of Directors are also open to the general public, free of charge, and based on the approval of nominated candidates by majority of the existing Board.

Article VI: Registered Office and Agent

The street address of the registered office of the Corporation is:

8950 SW 74th Court,
Suite 1901
Miami, FL 33156

The name of the registered agent at such address is Atrium Registered Agents, Inc.

Article VII: Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of Directors of the Corporation shall be a maximum of eleven (11); provided, however, that the number of Directors can be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation. The Board of Directors may also delegate certain specific powers of this Corporation to the Officers pursuant to the Bylaws of this Corporation. Each Director shall continue to serve until resignation or until such new election is called or its removal is effected, pursuant to the Bylaws of this Corporation.

The name and address of the persons who are to serve as directors are:

Luis Augusto Colmenares Gilly

Address: Lord Byron 729, Polanco, Miguel hidalgo, CDMX, Mexico

José Ángel Lares Nuñez

Address: 8430 SW 8th Street, Miami, FL 33144

Francisco Javier Utrera Vásquez

Address: Urbanización Los Palos Grandes, Avenida Francisco de Miranda, Edificio Parque Cristal, Torre Este, Piso 11, Caracas 1062, Venezuela

Luis Armando Yanes

Address: 240 Crandon Blvd, Suite. 272, Key Biscayne, FL 33149

Humberto Jose Corredor

Address: 16101 Emerald Estates Drive, Unit 345, Weston, FL 33131

Victor Manuel Galdo

Address: 7823 SW 119th Place, Miami, FL 33183

Luis Xavier Luján

Address: Calle Cruz de la Atalaya 7, 7.1.2 Pozuelo de Alarcon, Madrid, Spain, 28223

Luis Alejandro Luciani

Address: Av San Juan Bosco, Edif. Alvesilva, Piso 1, Altamira, Caracas, Venezuela

Article VIII: Incorporators

The name and address of the incorporator is:

Name

Address

Robert A. Stamen

Address: 8950 SW 74th Court,
Suite 1901
Miami, FL 33156

Article IX: Officers

The Board of Directors shall elect the Officers. The President, Vice President, Treasurer and Secretary will be elected among the Directors and any other Officers not necessarily among the Directors and as the Board and/or the bylaws of this Corporation may consider appropriate. One person may hold two positions. Until the next election is held, the following persons shall serve as corporate officers:

PRESIDENT:

Luis Armando Yanez Luciani

VICE PRESIDENT and SECRETARY:

Humberto Jose Corredor Ayala

TREASURER:

Victor Manuel Galdo Castro

EXECUTIVE VICE-PRESIDENT:

Bernardo Guinand

GENERAL MANAGER:

Arivana Rangel

Article X: Amendments of the Articles of Incorporation and Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the State of Florida concerning Corporation action, the Articles of Incorporation and the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by a resolution of the Board of Directors in accordance with the rules provided for by said bylaws.

Article XI: Property and Profits

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or Officer or the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

Article XII: Distribution Upon Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed to one or more organizations which themselves are exempt organizations described in Sections 501(C)(3) and 170(C)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Article XIII: Limited Liability of Directors and Officers

The Officers and Directors shall not be individually liable for this Corporation's debts or other obligations and/or liabilities of any nature whatsoever, and the private property of such Directors and/or Officers shall be exempt from (and never be subject to the payment of) any Corporate debts or liabilities.

I, the undersigned, being the incorporator of this nonprofit public charitable Corporation under the laws of Florida and acting in accordance of the Board of Director Resolution dated October 30th, 2019, have executed these amended and restated Articles of Incorporation.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

INCORPORATOR



ROBERT A. STAMEN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for ALUMNI SAN IGNACIO, INC., I hereby agree to accept service of process for said Nonprofit Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

ATRIUM REGISTERED AGENTS, INC.



By:

FELIPE FRIAS, Vice President