

NI800007079

(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

1048-513-



800320653128

11/13/18--01017--028 \*\*35.00

FILED

2018 DEC -7 PM 12:54  
CLERK OF STATE  
TALLAHASSEE, FL

C. GOLDEN

DEC 12 2018

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Andrea Zapata Foundation, Inc.

DOCUMENT NUMBER: N18000007079

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

Please return all correspondence concerning this matter to the following:

Romy B. Jurado, Esq.

(Name of Contact Person)

Jurado & Farshchian, P.L.

(Firm/ Company)

12955 Biscayne Boulevard, Suite 328

(Address)

North Miami, Florida 33181

(City/ State and Zip Code)

romy@jflawfirm.com

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

For further information concerning this matter, please call:

Romy B. Jurado

305

921-0440

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 20, 2018

ROMY B. JURADO, ESQUIRE  
12955 BISCAYNE BOULEVARD  
SUITE 328  
NORTH MIAMI, FL 33181

SUBJECT: ANDREA ZAPATA FOUNDATION, INC  
Ref. Number: N18000007079

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

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 918A00023834

RECEIVED  
2018 DEC -7 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED & RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ANDREA ZAPATA FOUNDATION, INC.**

**FILED**  
2018 DEC -7 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopted the following amended and restated articles of incorporation for Andrea Zapata Foundation, Inc; a Florida not-for profit corporation (the "Corporation"):

**RECITALS**

**WHEREAS**, the original articles of incorporation for the Corporation were effective as of June 27<sup>th</sup>, 2018.

**NOW, THEREFORE**, the parties, intending to amend and restate the Articles of Incorporation in its entirety, be bound by these amended and restated Articles, and accordingly the parties hereby amend and restate the Articles of Incorporation and adopt these Amended and Restated Articles of Incorporation to establish the existence and foundation of the Corporation as follows:

**ARTICLE I. NAME**

The name of the Corporation shall be Andrea Zapata Foundation, Inc.

**ARTICLE II. DURATION**

The corporation shall have perpetual existence.

**ARTICLE III. PURPOSES AND POWERS**

**3.1 Nonprofit Corporation.** The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

**3.2 Purposes.** The Corporation is organized and shall be operated exclusively for charitable, and education purposes; including, for such objectives, to benefit those with cystic fibrosis, especially those how live in Venezuela. The Corporation will encourage and develop projects and activities that strive to create awareness in the community and that will qualify as an exempt organization under 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

**3.3 Further Activities.** To carry on such other activities that in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

**3.4 Powers.** Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

#### **ARTICLE IV. LIMITATIONS**

**4.1** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 hereof. 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**4.2** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V. MEMBERS**

**5.1** The Corporation will have no members.

#### **ARTICLE VI. DIRECTORS**

**6.1** The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3). The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3).

**6.2** The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation. The initial Board of Directors, their positions, and their respective addresses:

Libertad Dos Ramos (Director/President)  
6001 SW 70<sup>th</sup> Street, Suite 528  
Miami, FL 33143

Javier D. Zapata (Director/Vice-President)  
6001 SW 70<sup>th</sup> Street, Suite 528  
Miami, FL 33143

Javier A. Zapata (Director/Treasurer)  
1172 South Dixie Hwy, Suite 300  
Miami, FL 33146

Luis A. Zapata (Director/Secretary)  
1172 South Dixie Hwy, Suite 300  
Miami, FL 33146

**6.3** The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

**6.4** Directors of this Corporation, and any Offices elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance with the Florida Not for Profit Corporation Act and the Code, or corresponding section of any future federal tax code, which procedures are set out in the Bylaws.

## **ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS**

**7.1** If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without the need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE VIII. INDEMNIFICATION AND INSURANCE**

**8.1** Right to Indemnification. The corporation shall have the power and authority to provide indemnification in accordance with the law and the Bylaws of the Corporation.

**8.2** Insurance. The Corporation may maintain insurance at its expense in accordance with the Bylaws of the Corporation.

## **ARTICLE IX. BYLAWS**

**9.1** The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

#### **ARTICLE X. INCORPORATOR**

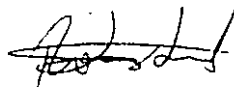
The name and address of the incorporator of the Corporation is: Xavier Viteri 6721 SW 69<sup>th</sup> Terrace, Miami, Florida 33143.

#### **ARTICLE XI. REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is 12955 Biscayne Boulevard, Suite 328, North Miami, Florida 33181. The name of its initial registered agent at that address is Romy B. Jurado, Esq.

##### **Acceptance of Appointment**

Romy B. Jurado, Esq. hereby accepts the appointment of Registered Agent in the State of Florida for Andrea Zapata Foundation, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Romy B. Jurado, Esq.  
Registered Agent

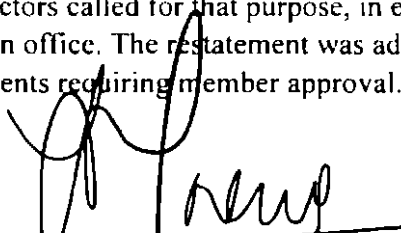
#### **ARTICLE XII. INITIAL PRINCIPAL PLACE OF BUSINESS**

The address of the initial principal place of business of the Corporation shall be 6001 SW 70<sup>th</sup> Street, Suite 528, Miami, Florida 33143.

#### **ARTICLE XIII. AMENDMENTS**

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors then in office. The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval.

Date: December 5<sup>th</sup>, 2018



Libertad Dos Ramos  
President, Andrea Zapata Foundation, Inc.