

N1900000 5843

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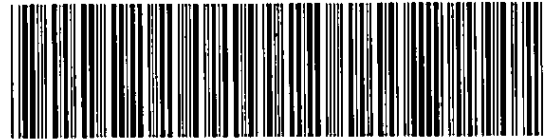
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TALLAHASSEE, FL

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C. Kincaid

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Penta Foundation USA, Inc.

DOCUMENT NUMBER: N19000005843

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

Please return all correspondence concerning this matter to the following:

Alex Espenkotter, Esq.
(Name of Contact Person)

Heller Espenkotter, PLLC
(Firm/ Company)

2701 Ponce de Leon Blvd, Suite 301
(Address)

Coral Gables, FL 33134
(City/ State and Zip Code)

alex@hellerlawgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alex Espenkotter at (305) 777-3765
(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

Articles of Amendment
to
Articles of Incorporation
of

Penta Foundation USA., Inc.

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

N19000005843

(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:

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)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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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SECRETARY OF STATE
TALLAHASSEE, FL

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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) <u>X</u> Change	<u>PD</u>	<u>Dr. Rajendra Pahwa</u>	<u>799 Crandon Boulevard</u>
<u> </u> Add			<u>Unit 1207</u>
<u> </u> Remove			<u>Key Biscayne, Florida 33149</u>
2) <u> </u> Change	<u>D</u>	<u>Dr. Paolo Rossi</u>	<u>c/o Penta Foundation</u>
<u>X</u> Add			<u>Corso Stati Uniti 4</u>
<u> </u> Remove			<u>35127 Padova, Italy</u>
3) <u> </u> Change	<u>D</u>	<u>Dr. Carlo Giaquinto</u>	<u>c/o Penta Foundation</u>
<u>X</u> Add			<u>Corso Stati Uniti 4</u>
<u> </u> Remove			<u>35127 Padova, Italy</u>
4) <u> </u> Change	<u>CEO</u>	<u>Ritu Rani</u>	<u>375 SW 16 Street</u>
<u>X</u> Add			<u>Boca Raton, Fl 33432</u>
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

See attachment for amendments to Articles of Incorporation.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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.

Dated Aug. 20th 2019

Signature Dr. Rajendra Pahwa

(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)

Dr. Rajendra Pahwa

(Typed or printed name of person signing)

President

(Title of person signing)

PENTA FOUNDATION USA, INC.

a Florida Not-for-Profit Corporation

Attachment to Question E of Articles of Amendment
to
Articles of Incorporation
of
Penta Foundation USA, Inc.

ITEM 1: Article III of the Articles, Purpose, are hereby deleted and the following new provisions are added in lieu thereof:

**"Article III
Purpose**

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501 (c) of the Code or the corresponding provisions of any subsequent Federal tax laws, and except (i) as reasonable compensation for services rendered, or (ii) to make payments and distributions in furtherance of the purposes set forth in this Article 3.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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 activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws."

ITEM 2: The following new Article IX, Dissolution, is added to the Articles, to read as follows:

**"ARTICLE IX
Dissolution**

In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose."

ITEM 3: The following new Article X, Indemnification, is added to the Articles, to read as follows:

**"ARTICLE X
Indemnification**

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the

capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto."