

N 19000066510

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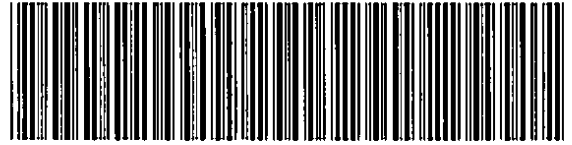
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2022 JUL -5 AM 11:21

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ATTACHMENT

FILE

7/6/2022

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 786391 8384423

AUTHORIZATION

*Signature*

COST LIMIT : \$35.00

ORDER DATE : July 5, 2022

ORDER TIME : 9:49 AM

ORDER NO. : 786391-005

CUSTOMER NO: 8384423

DOMESTIC AMENDMENT FILING

NAME: MONAT GRATITUDE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MONAT GRATITUDE, INC.**

2022 JUL -5 PM 3:04

STATE  
TALLAHASSEE, FL

Pursuant to the provisions of the Florida Not-for-Profit Corporation Act, MONAT Gratitude, Inc., a Florida not-for-profit corporation hereinafter named (the "Corporation") originally incorporated on June 12, 2019 (Document Number N19000006510), does hereby certify that: these Amended and Restated Articles of Incorporation were duly adopted by Action of a Unanimous Written Consent on March 18, 2020, and the Corporation hereby amends and restates its Articles of Incorporation to read as follows:

**ARTICLE I – NAME AND BUSINESS ADDRESS**

The name of this Corporation is MONAT Gratitude, Inc. The principal office and mailing address of the Corporation shall be 3470 NW 82 Avenue, Suite 910, Miami, Florida 33122.

**ARTICLE II – DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III – PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the registered agent of this Corporation at such office shall be CF Registered Agent, Inc., a Florida corporation, who upon accepting this designation agrees to comply with the provisions of Chapter 617, Florida Statute, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE V – ELECTION OF CORPORATION DIRECTORS**

The Corporation shall be governed by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors, the number of Directors to be determined from time to time by resolution of the entire Board of Directors. The names and addresses of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Luisaylen Urdaneta	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122
Stuart Alexander MacMillan	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122
Francisco Javier Urdaneta	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122
Marjorie Munoz	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122
Ivis Mendoza	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122

#### **ARTICLE VI – POWERS**

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. 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 interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.
3. 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.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event that the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within the Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be

amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

#### **ARTICLE VII – MEETINGS**

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another.

#### **ARTICLE VIII – DISSOLUTION**

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 purpose.

#### **ARTICLE IX – RESTATEMENT**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

#### **ARTICLE X – INCORPORATOR**

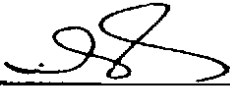
The name and address, including street and number of the incorporator(s), is as follows:

<u>Name</u>	<u>Address</u>
Ivis Mendoza	3470 NW 82 Avenue, Suite 910 Miami, Florida 33122

**IN WITNESS WHEREOF**, the incorporator(s) of this Corporation, have executed these Amended and Restated Articles of Incorporation on this Ninth day of April, 2020.

*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

By:   
Name: Ivis Mendoza, Secretary

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM  
SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

Having been named as registered agent of Monat Gratitude, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the duties and obligations of such position.

Date: April 9, 2020.

CF Registered Agent, Inc.

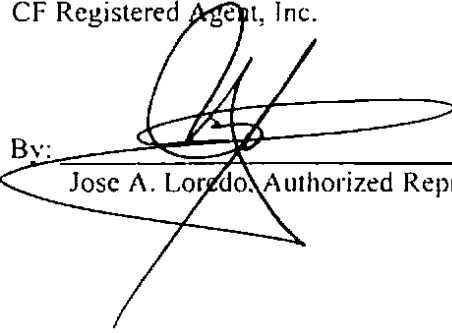
By:   
Jose A. Lorzdo, Authorized Representative

EXHIBIT B

*Revised and Restated By-Laws*

[WITH THE CORPORATE RECORDS]

## **AMENDED AND RESTATED**

### **BYLAWS**

#### **OF**

### **MONAT GRATITUDE, INC.**

#### **ARTICLE I – OFFICES**

**Section 1. Principal Office.** The principal office of this non-profit shall be known as MONAT GRATITUDE, INC. (the "Corporation") may be located either within or without the State of Florida as the board of directors (the "Board of Directors" or the "Board") may designated or as the business of the Corporation may require from time to time.

**Section 2. Registered Office.** The Corporation shall maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Florida Not for Profit Corporation Act, Chapter 617 Florida Statutes.

#### **ARTICLE II – PURPOSE, OBJECTIVES AND GOVERNING INSTRUMENTS**

**Section 3. Non-profit Corporation.** The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Florida Not for Profit Corporation Act.

**Section 4. Charitable and Educational Purposes.** The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to: to create and participate in community partnerships with a humanistic focus that promotes the involvement of families in the development and strengthening of their communities.

**Section 5. Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

**Section 6. Nondiscrimination Policy.** The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

**Section 7. Limitations on Activities.** No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business



with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity 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 amended, or the corresponding provisions of any future federal tax law.

### **ARTICLE III – BOARD OF DIRECTORS**

**Section 6. General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors, which Board of Directors may, except as otherwise provided by law, the Articles of Incorporation, or these bylaws, exercise all powers and do all such acts and things as may be exercised or done by the Corporation.

**Section 7. Number.** The Corporation shall be governed by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors, the number of Directors to be determined from time to time by resolution of the entire Board of Directors.

**Section 8. Annual Meeting.** A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

**Section 9. Election and Term of Office.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

**Section 10. Powers and Duties.** Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

**Section 11. Additional Meetings.** Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the Chair or by a majority of the Directors then in office.

**Section 12. Notice of Meetings.** Notice of any annual, regular, or special meeting of the Board shall be given by service upon each Director in person or by mailing the same to him at his or her post office address as it appears upon the books of the Corporation at least three business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to

him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

**Section 13. Quorum.** At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

**Section 14. Voting.** At all meetings of the Board, each Director shall have one vote.

**Section 15. Action Without A Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

A written consent of a director may be signed with an electronic signature adopted by such consenting director with the intent to authenticate the written consent. Action so taken shall be effective when the last director executes such consent, unless such consent or consents specify a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document.

**Section 16. Removal.** Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

**Section 17. Resignation.** Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

**Section 18. Vacancies.** Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

**Section 19. Committee.** The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

**Section 20. Participation by Telephone.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **ARTICLE IV – OFFICERS**

**Section 1. Election and Qualifications; Term of Office.** The Officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and one or more Vice-Chair, and such other Officers of the Corporation as the Board shall deem necessary or appropriate. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article IX. The same person may hold more than one office, except that the same person may not be both Chair and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Chair, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

**Section 2. Vacancies.** Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

**Section 3. Powers and Duties of the Chair.** The Chair shall be the Chair Person of the Corporation. The Chair shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.

**Section 4. Powers and Duties of the Vice-Chair.** Each of the Vice-Chair, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice Chair by the Board.

**Section 5. Powers and Duties of the Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

**Section 6. Powers and Duties of the Treasurer.** The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal

office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

**Section 7. Delegation.** In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

**Section 8. Removal.** Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

**Section 9. Resignation.** Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## **ARTICLE V – CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1. Contracts.** The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Bank Accounts, Checks and Notes.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

**Section 4. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

**Section 5. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VI – INDEMNIFICATION**

**Section 1. Indemnity Under Law.** The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

## **Section 2. Additional Indemnification.**

(a) The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the "Indemnatee") from and against, and to reimburse the Indemnatee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnatee served in any capacity at the request of the Corporation, to which the Indemnatee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnatee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnatee's fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnatee establishes that the Indemnatee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnatee personally gained in fact a financial profit or other advantage to which the Indemnatee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnatee acted in bad faith and/or was dishonest.

(b) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnatee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnatee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnatee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnatee of notice of the commencement of any action, suit or proceeding, the Indemnatee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnatee otherwise than under this Section 2. With respect to any such

action, suit or proceeding as to which the Indemnatee notifies the Corporation of the commencement thereof:

(i) The Corporation will be entitled to participate therein at its own expense; and,

(ii) Except as otherwise provided in the last sentence of this subpart ii. to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnatee. After notice from the Corporation to the Indemnatee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnatee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnatee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnatee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnatee unless (A) the employment of counsel by the Indemnatee has been authorized by the Corporation in connection with the defense of such action, (B) the Indemnatee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnatee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnatee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnatee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnatee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart ii.

(iii) Anything in this Section 2 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnatee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.

(d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnatee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnatee in defending such action, suit or proceeding, other than those expenses for which the Indemnatee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 2. The

Corporation shall make such payments upon receipt of (i) a written request made by the Indemnatee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnatee's written certification together with a copy of the statement paid or to be paid by the Indemnatee shall constitute satisfactory evidence as to the amount of such expenses.

(c) The rights to indemnification and advancement of expenses granted to the Indemnatee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnatee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

**Section 3. Indemnification of Employees and Agents.** The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

**Section 4. Limitation.** No amendment, modification or rescission of this Article VI shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

## **ARTICLE VII – BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Meetings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board entitled to vote. All books and records of the Corporation may be inspected by any Board of Director or his or her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VIII – NON-PROFIT OPERATION**

**Section 1. Operation.** The Corporation will not have or issue shares of stock. No dividends will be paid and no member of the Corporation has any vested right, interest, or privilege in or to the assets, property, functions or activities of the Corporation.

**Section 2. Tax Exempt Status.** The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a publicly supported organization to qualify for exemption from income tax pursuant to section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX – FISCAL YEAR**

The fiscal year of the Corporation shall end on the last day of December in each year.

## **ARTICLE X – CORPORATE RECORDS**

The Corporation shall maintain in written form or in a form capable of conversion into written form (1) permanent records of minutes of all meeting of its Board of Directors or any committee thereof, or a record of all action taken without a meeting of its Board of Directors or any committee thereof; and (2) accurate accounting records. Additionally, the Corporation shall keep a copy of (a) its Articles of Incorporation and all amendments currently in effect; (b) its bylaws, or restated bylaws, and all amendments currently in effect; (c) a list of names and business address of its current directors and officers; and (d) its most recent annual report delivered to the Florida Department of State pursuant to Florida Not for Profit Corporation Act.

## **ARTICLE XI – SEAL**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

## **ARTICLE XII – DISSOLUTION**

No part of the net earnings of this Corporation shall inure to the benefit of any Trustee, officer or other private individual. None of the property of the Corporation shall be distributed directly or indirectly to any Trustee of the Corporation. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. In the event of the dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such organizations described in section 501(c)(3) of the Code as the Board of Trustees shall determine. The Corporation shall not engage in any transaction or do or permit any act or omission, which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code.

## **ARTICLE XIII – AMENDMENTS**

Except as provided by the Articles of Incorporation or by law, any or all of these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of the Board of Directors.

As approved and adopted by the Board of Directors on April 9, 2020.



**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF BOARD OF DIRECTORS OF  
MONAT GRATITUDE, INC.**

The undersigned, being all of the members of the Board of Directors of MONAT Gratitude, Inc., a Florida non-for-profit corporation ("Corporation"), do hereby take the following action and adopt the following resolutions by unanimous written consent in lieu of a meeting pursuant to Section 617.0701 of the Florida Non-For-Profit Corporations Act:

**RESOLVED**, that Article V – Election of the Corporation Directors, of the Articles of Incorporation of the Corporation be, and they hereby are amended and revised, as set forth in the Revised and Restated Articles of Incorporation attached hereto as **Exhibit A**.

**RESOLVED**, that Section 7 (Numbers) and Section 14 (Voting) of Article III – Board of Directors, of the By-Laws of the Corporation be, and they hereby are amended and as set forth in the Revised and Restated Bylaws attached hereto as **Exhibit B**.

**WHEREAS**, Marjorie Munoz has resigned as a member of the Board of Directors and as Treasurer of the Corporation, effective March 15, 2020; and

**WHEREAS**, it is in the best interests of the Corporation to replace Ms. Munoz in such capacities.

**NOW, THEREFORE, it is:**

**RESOLVED**, that Marc Lopez hereby is elected as a member of the Board of Directors of the Corporation to hold such office until his successor shall have been duly elected or appointed and qualified or until his earlier resignation, removal from office, or death.

**RESOLVED**, that the following individuals hereby are elected to their respective office set forth opposite such individual's name, to hold such office until his or her respective successor shall have been duly elected and that all of such individuals, as elected, shall constitute the full slate of officers of the Corporation as of the date hereof:

<b><u>Office</u></b>	<b><u>Name</u></b>
Chairman, Chief Executive Officer	Luisaylen Urdaneta
Vice Chairman	Stuart A. MacMillan
Member	Francisco Javier Urdaneta
Treasurer	Marc Lopez

Secretary

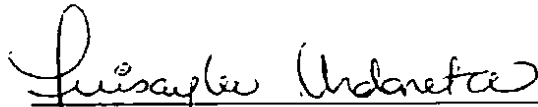
Ivis Mendoza

**RESOLVED**, that each of the above officers of the Corporation be and they hereby are authorized and directed to execute and deliver in the name of and on behalf of the Corporation and all documents and instruments, and to take such action necessary or appropriate to effectuate the actions of the Corporation from time to time; and

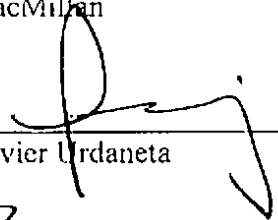
**RESOLVED**, that all actions heretofore taken by such individuals in such capacities as officers of the Corporation be and they hereby are ratified and confirmed; and

**FURTHER RESOLVED**, that the Secretary of the Corporation shall cause this Unanimous Written Consent to be filed with the books and records of the Corporation.

Effective: April 9, 2020.

  
Luisaylen Urdaneta

  
Stuart A. MacMillan

  
Francisco Javier Urdaneta

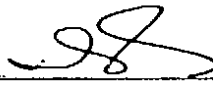
  
Ivis Mendoza

EXHIBIT A

*Revised and Restated Articles of Incorporation*

[WITH THE CORPORATE RECORDS]