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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PINECREST BAKERY FOUNDATION INC.

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PINECREST BAKERY FOUNDATION, INC.

(In Compliance with Chapter 617, Florida Statutes,  
the Florida Not for Profit Corporation Act, the "Act")

Article I  
NAME

The name of the organization shall be PINECREST BAKERY FOUNDATION, INC.  
(hereinafter called the "Corporation").

Article II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 21657 South Dixie Highway, Miami,  
Florida, 33170. The mailing address of the Corporation is 9350 South Dixie Highway, Suite 1250,  
Miami, Florida 33156.

Article III  
PURPOSES AND RESTRICTIONS

Section 1. Purposes. The Corporation is a not for profit corporation that is exclusively  
organized and shall be exclusively operated for charitable, scientific, literary or educational purposes  
within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the  
corresponding subsequent federal tax law (the "Code"), and not for pecuniary profit, as may be  
further set forth in the Bylaws of the Corporation consistent with the foregoing.

Section 2. Restrictions.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or  
be distributable to, its directors, officers or other private persons, nor shall the Corporation's assets  
or earnings be expended for the benefit of anyone other than a recipient of funds for charitable,  
educational, literary or scientific purposes, it being intended that all such earnings and assets shall be  
used and expended solely for the purposes stated in section 501(c)(3) of the Code. The Corporation  
shall, however, be authorized and empowered to pay reasonable compensation for personal services  
rendered and to make payments, reimbursements and distributions in furtherance of any of its  
purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on  
of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in  
subsection (h) of the section 501 of the Code), and the Corporation shall not participate 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.

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(c) In the event the Corporation is characterized as a private foundation within the meaning of section 509 of the Code, the Corporation, during such period of characterization:

(i) Shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(ii) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(iii) Shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(iv) Shall not make any investments in a manner as to subject it to tax under section 4944 of the Code; and

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

**Article IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 9350 South Dixie Highway, Suite 1250, Miami, Florida 33156, and the name of the Corporation's registered agent at that address is Ravan and Company LLP.

**Article V**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed through a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but there shall never be fewer than three Directors. The manner of election and removal of directors shall be regulated by the Bylaws of the Corporation. The initial Directors of the Corporation are set forth below:

Gladye Valdes (Chair)  
Victoria Valdes  
Isabella Valdes

Article VI  
OFFICERS

The officers of the Corporation are set forth below, who shall serve for such term and in such manner as regulated by the Bylaws of the Corporation.

Gladys Valdes	President and Secretary
Victoria Valdes	Vice President
Isabella Valdes	Vice President
Behzad Cesar Ravan	Treasurer

Article VII  
DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more not-for-profit funds, foundations, or corporations selected by the Board of Directors that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and that have established their federal tax-exempt status under Section 501(c)(3) of the Code. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations (satisfying the requirements of the preceding sentence) having purposes and activities which are the same as or similar to those purposes and activities of the Corporation enumerated in Article III.

Article VIII  
AMENDMENT

These Amended and Restated Articles of Incorporation may be altered, amended, repealed, and new Articles of Incorporation adopted in accordance with procedures established in the Bylaws of the Corporation.

Article IX  
EFFECTIVE DATE

The effective date of the filing of these Amended and Restated Articles of Incorporation shall be the date of filing with the Florida Department of State Division of Corporations.

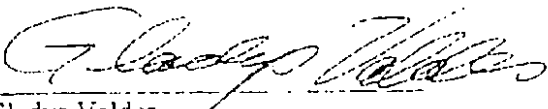
Article X  
ARTICLE CONSOLIDATION AND REQUIRED ADOPTION INFORMATION

In accordance with 617.1007(3), F.S., these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation as the Corporation does not have members; these duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them; and the Department of State may certify the

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foregoing Amended and Restated Articles of Incorporation as the articles of incorporation currently in effect, without including the certificate information required by the referenced 617.1007(3), F.S., set forth in this Article X.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 20<sup>th</sup> day of May, 2023.

  
Gladys Valdes  
President and Chair of Board

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## CERTIFICATE AND REGISTERED AGENT AND REGISTERED OFFICE

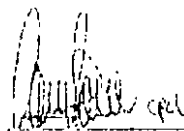
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That Pinecrest Bakery Foundation, Inc. desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named Ravan and Company LLLP, a Florida limited liability limited partnership, as its registered agent and 9350 South Dixie Highway, Suite 1250, Miami, Florida 33156 as its registered office.

### ACKNOWLEDGMENT:

Having been named as registered agent for Pinecrest Bakery Foundation, Inc. on whom process may be served, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of this position.

Dated this 30 day of March, 2023.



\_\_\_\_\_  
Ravan and Company LLLP  
Behzad Cesar Ravan, as General Partner  
Registered Agent