

N220000004258

Division of Corporations

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)617-6380

From:  
Account Name : PROTEGE NONPROFIT SOLUTIONS, INC.  
Account Number : I20200000070  
Phone : (407)434-9769  
Fax Number : (407)796-9296

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: Orozco.Mandi@gmail.com

RECEIVED

2022 JUL 28 AM 10:40

STATE OF FLORIDA

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MANDI OROZCO FOUNDATION INC**

Certificate of Status	0
Certified Copy	0
Page Count	05
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A. RAMSEY  
JUL 29 2022

**PROTÉGÉ NONPROFIT SOLUTIONS, INC.**

127 West Fairbanks Avenue

#373

Winter Park, FL 32789

Hello@ProtegeNonprofitSolutions.com

P: (407) 434-9767

F: (407) 796-9296



Wednesday, July 27, 2022

TO: Annette Ramsey  
Florida Department of State  
Division of Corporations, Amendment Section  
The Centre of Tallahassee  
2415 North Monroe Street  
Suite 810  
Tallahassee, FL 32303  
(850) 245-605

Dear Annette,

We are in receipt of your letter dated July 25, 2022. The error has been corrected and enclosed is your letter dated July 25, 2022 and the Amended and Restated Articles of Incorporation for the Not for Profit Organization Mandi Orozco Foundation Inc - Document Number N22000004258. A total of \$35.00 is also enclosed for the filing fee. Should there be any issues with this filing, please do not hesitate to contact us.

*Sincerely,*

Clayton Louis Ferrara  
Protégé Nonprofit Solutions, Inc.



July 25, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MANDI OROZCO FOUNDATION INC  
1213 THORNBURY COURT  
WINTER GARDEN, FL 34787

SUBJECT: MANDI OROZCO FOUNDATION INC  
REF: N22000004258

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the amended and restated articles were adopted by the directors and do not contain any amendments requiring member approval a statement to that effect must be contained in the document. Or a date of adoption of the amended and restated articles by the members.

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) 245-6823.

Annette Ramsey  
OPS

FAX Aud. #: H22000248462  
Letter Number: 422A00016559

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**FOR**

**MANDI OROZCO FOUNDATION INC  
A FLORIDA NOT FOR PROFIT CORPORATION**

**Document Number: N22000004258**

FILED  
2022 JUL 28 AM 11:15  
STATE OF FLORIDA  
SECRETARY OF STATE

*Pursuant to the provisions of § 617.1006, Fla. Stat., this Florida Not for Profit Corporation adopts the following Amended and Restated Articles of Incorporation:*

**ARTICLE I.  
NAME**

The name of the Corporation shall be Mandi Orozco Foundation Inc (the "Corporation").

**ARTICLE II.  
PRINCIPLE OFFICE & MAILING ADDRESS**

The place in this state where the principal office and mailing address of the Corporation is to be located is:

1213 Thornbury Court  
Winter Garden, FL 34787

**ARTICLE III.  
PURPOSE**

Mandi Orozco Foundation Inc 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.  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V.  
MANNER OF ELECTION**

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of Directors be fewer than three.

**ARTICLE VI.**  
**OFFICERS AND/OR DIRECTORS**

The name, address, and title of the persons who are the Directors of the Corporation are as follows:

Name	Title	Address
Amanda Orozco	President	1213 Thornbury Court Winter Garden, FL 34787
Stacy Radford	Secretary	1213 Thornbury Court Winter Garden, FL 34787
Katherine Berke	Treasurer	1213 Thornbury Court Winter Garden, FL 34787

**ARTICLE VII.**  
**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VIII.**  
**POWERS**

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, 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 Three 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE IX.**  
**DISSOLUTION OF CORPORATION**

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 X.**  
**MEETINGS**

After incorporation, the appropriate Members of the Corporation shall hold an organizational meeting in accordance with § 617.0205 Fla. Stat., as amended.

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. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all board members agree.

**ARTICLE XI.**  
**MEMBERS**

The Corporation may have one or more classes of nonvoting Members as described in the Bylaws of the Corporation. The Members of the Corporation shall be the Board of Directors stated in these Amended and Restated Articles of Incorporation. Additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination based on race, religion, sex, gender or absence of gender, or national origin. A membership interest in the Corporation is not transferable.

**ARTICLE XII.**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of majority of the full Board of Directors of the Corporation at a meeting called for such purpose in accordance with the Bylaws. The Members may not amend the Articles of Incorporation of the Corporation and they are not entitled to vote.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation at a regular meeting with a quorum being present which was held on July 13, 2022. This motion carried by a vote of three (3) in favor and zero (0) not in favor. This meeting of the Directors met the requirements of both the Articles of Incorporation and the Bylaws.

**ARTICLE XIII.**  
**REGISTERED AGENT**

The name and address of the Registered Agent is:

Stacy Radford  
1213 Thornbury Court  
Winter Garden, FL 34787

Stacy Radford

Stacy Radford (Jul 13, 2022 11:22 EDT)

Stacy Radford, Registered Agent

Jul 13, 2022

Date

*Having been appointed the Registered Agent of Mandi Orozco Foundation Inc, and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.*

**ARTICLE XIV.**  
**INCORPORATOR**

The name and address of the Incorporator is:

Amanda Orozco  
1213 Thornbury Court  
Winter Garden, FL 34787

Amanda Orozco

Amanda Orozco (Jul 13, 2022 10:44 EDT)

Amanda Orozco, Incorporator

Jul 13, 2022

Date

*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 § 817.155, F.S.*