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R. HUNT

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ACCION CIVICA INC

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☒ \$52.50  
Filing Fee      Filing Fee  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: TAX MIAMI LLC

Name (Printed or typed)

6080 BIRD RD STE 10

Address

MIAMI, FL 33155

City, State & Zip

305-506-1100

Daytime Telephone number

CORPORATIONS@TAX-MIAMI.COM

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

**NOTE: Please provide the original and one copy of the document.**

Amended and Restated

Articles of Incorporation

of

ACCION CIVICA INC

Pursuant to the provisions of the Florida Non-Profit Corporation Act, the undersigned, Directors of ACCION CIVICA INC, a nonprofit corporation whose original Articles of Incorporation were filed by the Florida Department of State on August 1<sup>st</sup>, 2022, do hereby adopt the following Amended and Restated Articles of Incorporation of such corporation.

**ARTICLE ONE (AMENDED)**

Name and Address

The name of the corporation is ACCION CIVICA INC and the address of the corporation is:

6080 BIRD RD

SUITE 10

MIAMI, FL 33155

**ARTICLE TWO**

Nonprofit Corporation

The Corporation is a nonprofit corporation.

**ARTICLE THREE**

Duration

The period of the Corporation's duration is perpetual.

**ARTICLE FOUR**

Purposes

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TALLAHASSEE, FL

Section 4.01. The Corporation is organized exclusively for charitable, religious, scientific and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, hereinafter the "Code". These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501 (c)(3).

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.
- c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

#### ARTICLE FIVE

##### Membership

The Corporation shall have no voting members.

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**ARTICLE SIX (AMENDED)**

**Registered Office and Agent**

The street address of the registered office is

**6080 BIRD RD**

**SUITE 10**

**MIAMI, FL 33155**

And the business name to serve as registered agent is:

**TAX MIAMI, LLC**

**ARTICLE SEVEN (AMENDED)**

**Board of Directors**

The number of Directors constituting the Board of Directors of the corporation is three (3), names and addresses of those people who are to serve as directors are:

<b>Title</b>	<b>Name</b>	<b>Address</b>
President	COLETTE CAPRILES SANDNER	6080 BIRD RD, SUITE 10, MIAMI, FL 33155
Vice President	ENRIQUE LÓPEZ LOYO	6080 BIRD RD, SUITE 10, MIAMI, FL 33155
Treasurer	MARIELA RAMÍREZ PACHECO	6080 BIRD RD, SUITE 10, MIAMI, FL 33155

The manner in which directors are elected will be stated in the ByLaws

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TALLAHASSEE, FL  
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## ARTICLE EIGHT

### Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- A. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
  - B. With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation. Or
  - C. With respect to matters for which such indemnification would be against public policy.
- Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise.

The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

## ARTICLE NINE

### Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in his or her capacity as a Director of the corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the Corporation;
- B. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D. An act or omission by the Director for which liability is expressly provided by the state.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

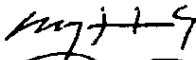

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ARTICLE TEN (Amended)

Bylaws


The Board of Directors shall adopt the Bylaws of the corporation, and revise them every three (3) years.

The above restated Articles of Incorporation primarily restate and integrate the provisions of the Corporation's Articles of Incorporation containing certain amendments, specifically designated "amended", which were adopted pursuant to the Florida Non-Profit Corporation Act. There is no discrepancy between the previous Corporation's Articles of Incorporation and the provisions of these restated Articles of Incorporation other than the Amendments included pursuant to the Florida Non-Profit Corporation Act.

  
\_\_\_\_\_  
COLETTE CAPRILES  
  
\_\_\_\_\_  
MARIELA RAMIREZ

  
\_\_\_\_\_  
ENRIQUE LOREZ  
  
\_\_\_\_\_  
RICARDO CUSSANO

  
\_\_\_\_\_  
FELICIANO REYNA

  
\_\_\_\_\_  
JESUS GONZALEZ

Acknowledgment

Having been named above as registered agent to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in the capacity, and further agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_

Ivan Rosman,

Authorized Member for Tax Miami, LLC