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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Magic Heart Corp.

DOCUMENT NUMBER: N22000009926

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

Please return all correspondence concerning this matter to the following:

JOSE E NAHUAT DZIB

(Name of Contact Person)

Magic Heart Corporation

(Firm/ Company)

13911 SW 42 STREET STE 207

(Address)

MIAMI FLORIDA 33175

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

MICHAEL SALEM

at 305 345.6266
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Magic Heart Corp.

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

N22000009926

(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: JOSE E NAHUAT DZIB

13911 SW 42 STREET, STE 207

(Florida street address)

New Registered Office Address:

MIAMI


(City)

Florida 33175

(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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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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

date this document was signed.

if other than the

(no more than 90 days after amendment file date)

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

08/09/2023

Signature

(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)

JOSE E NAHUAT DZIB

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

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The undersigned, residents of the United States of America, desiring to form a non-profit corporation under the Non-Profit Corporation Laws of the State of Florida, do hereby certify:

Article I – Name of Corporation

The name of the Corporation shall be Magic Heart Corp.

Article II – Principal Office

The address of the principal office of the Corporation is 13911 SW 42 Street, Suite 207, Miami, Florida 33175.

Article III – Purpose of Corporation

This Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1966 as now enacted or hereafter amended, including, for such purposes as the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations of the Internal Revenue Code of 1966 as now enacted or hereafter amended. To this end, the Corporation shall promote charitable, educational, and scientific purposes **to enhance quality of life of individuals directly and indirectly involved in its programs**. 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 IV – Objectives

The objectives and purposes of this Corporation are:

A. The objectives of the Corporation are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1966 or the corresponding provision of any future United States Internal Revenue laws.

B. To be a support organization to help low-income communities, children, families, the disabled and other non-profit organizations.

C. The organization intends to work with a local dance studio to provide its students with access to medical, nutritional, physical therapy and psychological services.

D. To carry on the business, businesses and all related activities, duties, acts and procedures connected with providing help for the needy, prevention, educational, moral behavior through television, radio, Internet, different social media, newspapers and any other forms of mass communication and or conferences, meetings, study groups and individuals, and any model or teaching strategy and associated either directly or indirectly with, but not limited to, miscellaneous services, and other activities to be transacted with either foreign or domestic persons, firms, companies, corporations, partnerships, governments or governmental agencies, and any other business or businesses, to the full extent permitted by the Laws of the State of Florida as a non-profit corporation.

Article V – Duties

The objectives this Corporation will establish include, but are not limited to:

A. To engage in, promulgate, foster, promote and otherwise cause to be affected the improvement of physical and mental health, general education and general well-being of individuals.

B. To the economic and social improvement, enhancement and well-being, the psychological aspect, the physical aspect, the intellectual aspect, and all other facets and areas of the life of man and mankind and/or the human being of all ages and in all areas for the purpose of improving and enhancing human life for the human being's own enhancement and progress, including, but not limited, to vocational training.

C. To foster and promote the improvement and highest attainment in the areas of economic well-being, social relationships, intellectual achievements, physical improvement and growth for the purpose of enabling mankind of all ages and stations, regardless of the status of each individual, to form a more realistic attitude and approach of all things and the continuous improvement in the relationship of human beings among themselves. In the foregoing respects, it will not be the purpose of this Corporation to promulgate social and political concepts.

D. To help the community in providing services that will include aid to the homeless male and female, providing shelter, food, clothes, counseling that could help them integrate back into society, support groups and referrals to community/governmental medical agencies and help immigrants or foreigners living within the territory of the United States who need support in legal advice, helping with food, clothing, housing, transportation, health, help learn English as the main language of this nation, counseling and psychotherapy that could provide the emotional support needed to be good citizens.

L. To help the community in general conducting seminars and conferences in public schools, public and private institutions and churches for AIDS prevention, promote life and prevention of early pregnancy, sexual orientation, teaching of values and ethical principles for life, promotion and teaching of values and human rights, respect and love for others, for the maintenance and improvement of our society and drug and alcohol prevention and treatment.

M. To help the community in providing aid to female and male HIV patients and victims of domestic violence, giving them shelter, food, clothes, counseling, support groups, referrals to community/government medical agencies and rehabilitation programs for substance abusers. To provide comprehensive care services for children, youth, women, and families who are infected or affected by human immune deficiency HIV and to link comprehensive care.

N. To establish a program to visit the hospitals and the elderly, providing the psychosocial support needed to help the sick.

O. To help the children, preteens, teens, young, needing assistance for neglect, abuse, domestic violence, bullying, sexual abuse, sexual orientation, prevention of early pregnancy, orphans, learning disabilities, language difficulties, access to education at all levels, scholarships, access to sport, access to health, food, clothing, footwear, accommodation, counseling, providing the psychosocial support, support groups, referrals to community/government helping children and teens.

P. To help older people who need support for access to health care, overcome loneliness, domestic violence, providing the psychosocial support, **housing**, transportation, learn English, food, clothing, footwear, accommodation, counseling, support groups, referrals to community/government helping older people.

Article VI - Enabling Powers

In order to provide any and all of the services set out above, the Corporation shall have the power:

A. To apply for and obtain any and all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the Corporation.

B. To buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect to such real or personal and to dispose of it as may be required.

C. To manage, supervise, operate, control, lease, let and sublet offices, office buildings, and all other kinds and character of property of every nature whatsoever.

D. To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

E. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem as capable of being profitably dealt with in connection with any of the said businesses.

F. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy guaranty, or in any other manner whatsoever so far as the same be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

G. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

H. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

I. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

J. To borrow money and contract debts when necessary for the transaction or business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, how or hereafter

authorize, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

K. To acquire by purchase, subscriptions or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

L. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether specifically stated herein or otherwise, and to do all things not forbidden, and with all the powers conferred upon nonprofit corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be constructed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this Corporation is empowered to exercise, whether hereafter in effect, or impliedly by any reasonable construction of said law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VII -- Capital Stock

This Corporation is authorized to operate without stock as per the Laws of Florida.

Article VIII -- Beginning Capital

The amount of capital with which this Corporation will be started has not been determined yet.

Article IX -- Elections

The manner in which the directors are elected or appointed is contained in the Corporation's By-laws.

Article X – Incorporators

The number of initial directors of this Corporation is two (w). Their names and addresses are as follows:

Jose E Nahuat Dzib
13911 SW 42 Street, Suite 207
Miami, FL 33175

Diamelis Delgado
13911 SW 42 Street, Suite 207
Miami, FL 33175

Lilian Nahuat Delgado
13911 SW 42 Street, Suite 207
Miami, FL 33175

Article XI - Officers, Directors And Meetings

The business of this Corporation shall be conducted by a Board of Directors, which shall consist of not less than two (2), following are the officers: President, one, vice president, Secretary, Treasurer, and/or Secretary-Treasurer and Directors. The number of Directors may be changed from time to time through changes in the By-Laws, but shall never be less than two (2). Directors shall hold their annual and special meetings as the By-Laws may provide and may have one or more offices, within or outside the State of Florida. The appointment of the directors shall be stated in the By-Laws.

The names and street addresses of the First Board of Directors and Officers of the Corporation are:

NAME:	ADDRESS:
Jose E Nahuat Dzib President	13911 SW 42 Street, Suite 207 Miami, FL 33175
Diamelis Delgado Vice President	13911 SW 42 Street, Suite 207 Miami, FL 33175
Lilian Nahuat Delgado Secretary/Treasurer	13911 SW 42 Street, Suite 207 Miami, FL 33175

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CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI, FLORIDA

Article XII – Effective Date and Term of Existence

The effective date of this Corporation is the date of filing with the Florida Department of State, Division of Corporations. The duration of this Corporation is perpetual.

Article XIII – Qualification of Membership

The categories of membership and the manner of admission shall be set forth and regulated by the -Laws of the Corporation.

Article XIV – Voting Rights

The Corporation shall have voting members, the management and affairs of the Corporation shall be at all times under the direction of the president and the Board of Directors, whose operations in governing the Corporation shall be defined by statutes and the Corporation's by-laws. No director shall have any right, title or interest in or to any property of the Corporation.

Article XV – Educational Services

This Corporation will engage in activities to provide educational services to children beginning with day care, elementary, middle and high school and Bible school from children to adults.

Article XVI - Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XVII – Compensation

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation paid to or provided our employees and staff only. Directors or officers are voluntary positions and they may not be compensated for their voluntary leadership roles on the Board duties.

Article XVIII – Limitation on Activities

No part of the net earnings of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation's contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article XIX- Dissolution

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, or to the Federal, State or local government for exclusive 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.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XX – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Corporation against any reasonable attorneys' fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorneys' fees and expenses for directors, officers, employees and agents of the Corporation shall apply when each person is serving at the Corporation's request while a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the

reasonable attorneys' fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys' fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorneys' fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," or "agent" shall include their heirs, estates, executors, administrators and personal representatives of such persons.

Article XXI – Liabilities for Debts

The members, officers, directors, employees or agents of the Corporation shall not be liable for the debts of the Corporation.

Article XXII – Amendments

These Articles of Incorporation may be amended in the manner provided By Law. Every amendment shall be approved by the Board of Director proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XXIII – Registered Agent

The name and address of the NEW Registered Agent of this Corporation is:

Jose E. Nahuat Dzib
13911 SW 42 Street, STE 207
Miami, Florida 33175

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No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is an officer or director of any other corporation.

In Witness Whereof, we have hereunto subscribed our names this 5 day of August, 2023, in Miami, Miami-Dade County, Florida.



Lilian Nahuat Delgado, Secretary