

11/1/22, 9:47 AM

Division of Corporations

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Florida Department of State  
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To:

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From:

Account Name : VALBUENA GROUP LLC  
Account Number : 120210000154  
Phone : (786)291-0002  
Fax Number : (305)513-5688

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

Email Address: info@valbuenagroup.com

## FLORIDA PROFIT/NON PROFIT CORPORATION

### Fundacion Construyendo Cerebros Sanos Corp

Certificate of Status	1
Certified Copy	0
Page Count	01
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## Articles of Incorporation

Effective date : 11/01/2022

**ARTICLE 1** Name: FUNDACION CONSTRUYENDO CEREBROS SANOS CORP

**ARTICULO 2** Principal Address Office:

2500 NW 79th Ave  
Suite 128  
Doral FI 33122

**Mailing Address:**

2500 NW 79th Ave  
Suite 128  
Doral FI 33122

**ARTICLE 3** Name and Address of Register Agent:

Name-Business: Valbuena Group LLC  
Address: 2500 NW 79th Ave. Suite 128  
Doral FI 33122

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: Carmen Cecilia Piar

**ARTICLE 4** Incorporador

Name: Reina Matheus Andara  
Address: 2500 NW 79th Ave. Suite 128  
Doral FI 33122

Electronic Signature of Incorporator: Reina Matheus Aldana

I am the incorporator submitting these Articles of incorporation and affirm that the stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "Active" Status.

**ARTICLE 5 Purpose:** The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, (or in any way support or oppose) a candidate for public office. The purpose of the organization is the following:

1. Advise community child development centers that offer parenting support services, and nutrition and information programs.

2. Train instructors of socio-emotional and early childhood development programs aimed at families, teachers, and children.

3. Establish alliances with university academic institutions to develop scientific research that evaluates the sustainability and effectiveness of the socio-emotional and early childhood development programs taught.

4. Publish articles, produce, and disseminate audiovisual material. Organize conferences or other types of events that spread the benefits of early childhood development and social-emotional education programs.

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The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE 6 Officer & Directors**

The initial Board of Officer/Directors will consist of three (3) Officer/directors. The Corporations's initial directors are:

Presidente	Matheus-Andara, Reina	655 N Park Blvd Apt 204 Grapevine TX 76051
Secretary	Gann, Charles Hunter	655 N Park Blvd Apt 204 Grapevine TX 76051
Treasurer	Gann, Andrea Paola	655 N Park Blvd Apt 204 Grapevine TX 76051

**Section 1.** Number of Officer and /or Directors. The organization shall be managed by a Board of Directors consisting of 3 director(s).

**Section 2.** Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been elected and qualified.

**Section 3.** Quorum. A majority of directors shall constitute a quorum.

**Section 4.** Adverse Interest. In the determination of a quorum of the <directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person, The President may not serve concurrently as a Vice President.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors 'meetings and all committee meetings.

**Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

**Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### **ARTICLE 7 Meetings- Officer and Director**

**Section I. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

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**Section 2. Special Meetings.** Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

**Section 7. Special Meeting.** Special meetings may be requested by the President, Treasurer, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 8. Procedures.** The vote of a majority of the directors presents at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 9. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

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**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**ARTICLE 8. Corporate Seal, Execution of Instruments**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE 9 Amendment to Bylaws**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

**ARTICLE 10 Indemnification**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

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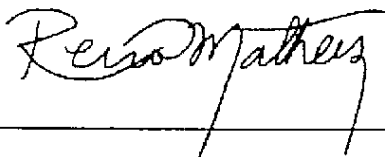
**ARTICLE 11 Dissolution**

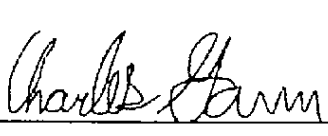
The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

**Certification**

Reina Matheus-Andara, President of Fundacion Construyendo Cerebros Sanos Corp, and Charles Hunter Gann, Secretary of Fundacion Construyendo Cerebros Sanos Corp certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on September 01, 2022

By:  Date: 10/09/2022  
Reina Matheus-Andara, President

By:  Date: 10/06/22  
Charles Hunter Gann, Secretary

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## Valbuena Group LLC

Accounting and Advisory  
Bookkeeping, Payroll & Taxes.  
2500 NW 79 AV, Suite 128  
Doral FL 33122

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Miami, Oct 25<sup>th</sup>, 2022

Florida Department of State

Division of Incorporation

At:

Mr. Di Sultana

Regulatory Specialist I

This is the acceptance letter signed by registered agent requested in the letter Number 622A00023708

Ref Number W22000133647

**Valbuena Group is the Registered Agent for the new corporation CONSTRUYENDO CEREBROS SANOS CORP.**

Valbuena Group LLC hereby is familiar with and accept the duties and responsibilities as registered agent for **FUNDATION CONSTRUYENDO CEREBROS SANOS CORP.**

By, Valbuena Group LLC

Carmen Cecilia Piar, Manager

Today date: 10/25/2022

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