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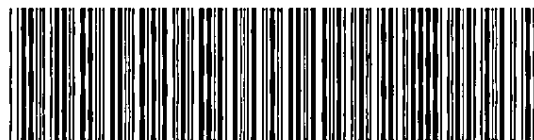
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE YELAPA FOUNDATION, INC.

DOCUMENT NUMBER: N23000013703

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

Please return all correspondence concerning this matter to the following:

Christopher DiSchino

(Name of Contact Person)

DiSchino & Schamy, PLLC

(Firm/ Company)

4770 Biscayne Blvd., Suite 600

(Address)

Miami, Florida 33137

(City/ State and Zip Code)

christopher@dsmiami.com

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

For further information concerning this matter, please call:

Christopher DiSchino

786

581-2542

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee

Articles of Amendment
to
Articles of Incorporation
of

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

THE YELAPA FOUNDATION, INC.

(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:

(Florida street address)

New Registered Office Address:

(City) Florida (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	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ADDITIONAL SHEETS ATTACHED

☐ 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

12/13/24

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)

CHRISTOPHER A. DISCHINO

(Typed or printed name of person signing)

AUTHORIZED REPRESENTATIVE

(Title of person signing)

**AMENDED
ARTICLES OF INCORPORATION**

of

THE YELAPA FOUNDATION, INC.,
a Florida not-for-profit corporation
("Corporation")

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is:

THE YELAPA FOUNDATION, INC.

ARTICLE II
PRINCIPAL AND MAILING ADDRESS

The initial principal place of business of the Corporation shall be located at:

4770 BISCAYNE BLVD., SUITE 600
MIAMI, FL 33137

The mailing address of the Corporation is:

4770 BISCAYNE BLVD., SUITE 600
MIAMI, FL 33137

ARTICLE III
PURPOSE

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, SCIENTIFIC, AND LITERARY PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR AMENDMENT THEREFO) AND/OR ANY FOREIGN CHARITABLE

WITHOUT LIMITING THE GENERAL NON-PROFIT PURPOSE OF THE CORPORATION, THE MISSION OF THE CORPORATION IS TO PROVIDE EDUCATION AND HEALTH-RELATED PROGRAMS FOR THE PEOPLE NATIVE TO THE TROPICAL RAINFOREST OF YELAPA, CABO CORRIENTES, MEXICO BY INTEGRATING COMMUNITY, HEALING, EDUCATION, NATURE, ENERGY AND ARTS, AS A REPLICABLE MODEL FOR CONSERVING ECOSYSTEMS AND NATIVE TRADITIONS. WITH RESPECT TO ITS HEALTH-RELATED INITIATIVES, THE CORPORATION WILL FOCUS ON HOLISTIC WELLBEING, THROUGH NATIVE TEACHINGS, TRADITIONAL AND ALTERNATIVE MEDICINE. THE CORPORATION WILL OFFER AND HOST AN ARRAY OF SPECIALISTS IN NUTRITION, DENTAL HEALTH, HOMEOPATHY, CHIROPRACTIC MEDICINE, ACUPUNCTURE, RESPECTED CHILDBIRTH, AND OTHER PHYSICAL THERAPIES. WITH RESPECT TO ITS EDUCATIONAL INITIATIVES, THE CORPORATION WILL PROVIDE ON-SITE AND DIGITAL EDUCATION PROGRAMS, FOCUSING ON CONSERVATION, BIOLOGY, ECOLOGY, SUSTAINABILITY, ARTS, CULTURE, ARCHEOLOGY, HISTORY, AND INDIGENOUS CUSTOMS.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which Directors are elected or appointed is provided in the Bylaws of the Corporation. The Corporation shall, at all times, have at least three (3) Directors.

ARTICLE V
OFFICERS

The initial Officers of the Corporation are as follows:

TATIANA RODRIGUEZ-ANDERSON	PVST
4770 BISCAYNE BLVD., SUITE 600	
MIAMI, FL 33137	

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

DISCHINO & SCHAMY, PLLC
4770 BISCAYNE BLVD., SUITE 600
MIAMI, FL 33137

ARTICLE VII
INCORPORATOR

The name and address of the sole Incorporator is:

TATIANA RODRIGUEZ-ANDERSON
4770 BISCAYNE BLVD., SUITE 600
MIAMI, FL 33137, USA

ARTICLE VIII **BYLAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE IX **BOARD OF DIRECTORS**

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS COMPRISED OF A MINIMUM OF THREE (3) INDIVIDUALS.

ARTICLE X **LIMITATION OF ACTIVITIES**

SECTION 1. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

SECTION 2. 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.

SECTION 3. 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 OR ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE) OR (B) BY A CORPORATION OR ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

ARTICLE XI

DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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.

ARTICLE XII **AMENDMENTS**


THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE DIRECTORS OF THE CORPORATION IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN CHAPTER 617, FLORIDA STATUTES, AS MAY BE AMENDED FROM TIME TO TIME.

ARTICLE XIII **EFFECTIVE DATE**

The Effective Date of the Corporation shall be January 1, 2024.


INCORPORATOR:

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 s. 817.155, F.S.


By: Tatiana Rodriguez-Anderson (Dec 12, 2023 10:31 CST)
Tatiana Rodriguez-Anderson

REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


By: Christopher DiSchino (Dec 11, 2023 11:07 EST)
Christopher A. DiSchino, Esq.