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2024 MAR -4 AM 9:56
SECRETARY OF STATE
STATE OF NEW YORK

**AMENDED ARTICLES OF INCORPORATION
OF
TWINS-N-MOTION, INC.**

FILED
2024 MAR -4 AM 9:56
SECRETARY OF STATE

The undersigned, as incorporator (the "Incorporator") for purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act (the "FNFPCA"), hereby adopts the following articles of incorporation (the "Articles of Incorporation"):

**ARTICLE I
NAME**

The name of the corporation is Twins-N-Motion, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation with the Department of State of the State of Florida, and the duration of the Corporation shall be perpetual thereafter.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The initial street address and mailing address of the principal office of the Corporation is:

6750 SW 73rd Court
Miami, FL 33143

**ARTICLE IV
REGISTERED AGENT**

The initial registered agent of the Corporation and street address of the initial registered office of the Corporation is:

Curtis B. Hunter
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

**ARTICLE V
PURPOSE AND POWERS**

The Corporation is organized and shall be operated for religious, charitable, educational, and other nonprofitable purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as now in effect or as may be hereinafter amended (the "Code"). The primary purpose of the Corporation is to provide underprivileged children with access to opportunities to assist with their mental and physical well-being and development. The designated purposes will be carried out by providing direct access to sports activities, arts and crafts, and other activities to underprivileged children and those living in foster homes who do not have access to such activities to enhance their overall wellness.

In furtherance of the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred on a not for profit corporation under the FNFPCA which are not in conflict with these Articles of Incorporation.

ARTICLE VI NO CAPITAL STOCK

The Corporation is a non-stock not for profit corporation and shall have no authority to issue any capital stock.

ARTICLE VII CONSTRUCTION AND RESTRICTIONS

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under section 501(c)(3) of the Code; as such these Articles of Incorporation shall be construed and interpreted accordingly.

Without limiting the generality of the foregoing, the assets of the Corporation are irrevocably dedicated to the purposes described above in ARTICLE V and no part of the net earnings of the Corporation, if any, shall inure to the benefit of or be distributed to its directors, officers, members, 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 V. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Section 501(c)(3) of the Code.

Notwithstanding anything in these Articles of Incorporation to the contrary, in the event that the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period: (i) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (ii) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (iii) the Corporation shall not retain any holdings in a business enterprise for a period of time or in such a manner as to subject it to tax under Section 4943(c) of the Code, (iv) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII DIRECTORS

The business and affairs of the Corporation shall be managed and regulated by its board of directors (the "Board of Directors"). The initial directors of the Corporation (each a "Director") shall be appointed by the Incorporator, and thereafter, the number, terms, and manner of appointment and removal of all Directors shall be as provided in the bylaws of the Corporation; provided, however, in no event, shall the number of Directors be fewer than three (3).

ARTICLE IX OFFICERS

The officers of the Corporation (each an "Officer") shall occupy those positions designated in the bylaws of the Corporation and such Officers shall be appointed and/or removed and shall govern in accordance with the terms and provisions of the bylaws of the Corporation.

ARTICLE X BYLAWS

The initial bylaws of the Corporation (the "Bylaws") shall be adopted by the initial Board of Directors.

ARTICLE XI MEMBERS

The Corporation shall not have members.

ARTICLE XII DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, the Directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more tax-exempt organization or organizations described in Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such asset 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 XIII INDEMNIFICATION

The Corporation shall have power, to the fullest extent permitted under and in accordance with the laws of the State of Florida, to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent (including, but not limited to volunteers) of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Code or for liability for mismanagement of assets.

Furthermore, no Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duties as a Director, except for any matter in which such Director

(a) shall be liable under Section 617.0831 of the Florida Statutes or any successor provision thereto or (b) shall be liable by reason that, in addition to any and all other requirements for liability, the Director:

- (i) shall be breached his/her duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law, or in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall be derived improper personal benefit.

ARTICLE XIV AMENDMENTS

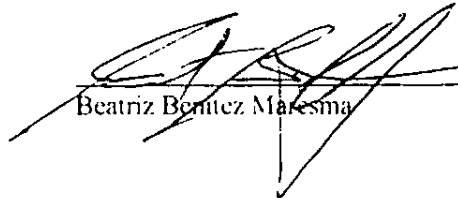
The Board of Directors may amend these Articles of Incorporation, by the affirmative vote of a simple majority of the Directors constituting the Board of Directors, at any meeting of the Board of Directors; provided, however, the meeting notice shall state that a purpose of the meeting is to consider an amendment to these Articles of Incorporation and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

ARTICLE XV INCORPORATOR

The name and address of the incorporator of the Corporation (the "Incorporator") is:

Beatriz Benitez Maresma
6750 SW 73rd Court
Miami, FL 33143

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Organization on the 14 day of February, 2024.


Beatriz Benitez Maresma