

N24000012298

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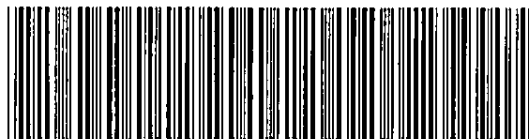
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MINISTERIO SONRISAS INC

DOCUMENT NUMBER: N24000012298

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

Please return all correspondence concerning this matter to the following:

BETZAIDA ARROYO
Name of Contact Person
MINISTERIO SONRISAS INC
Firm/ Company
Address
3504 13TH ST E, ELLENTON, FL 34222
City/ State and Zip Code
ministeriosonrisasfl@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person 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

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

MINISTERIO SONRISAS INC

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

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: _____, Florida _____
(City) (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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☐ Remove	<u>V</u>	<u>Mike Jones</u>
☒ 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) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

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

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

AMENDING ARTICLES OF INCORPORATION TO CONFORM WITH IRS NON-PROFIT REQUIREMENTS.

SEE ATTACHED "AMENDED ARTICLES OF INCORPORATION".

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

DECEMBER 30, 2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

DECEMBER 30, 2024

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

DECEMBER 15, 2024

Dated _____

Signature _____

(By a director, president or other officer – if directors or officers have not been selected by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BETHZAIDA ARROYO MALDONADO

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

DECEMBER 30, 2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

DECEMBER 30, 2024

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

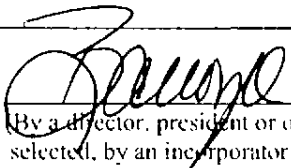
- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)

DECEMBER 15, 2024

Dated _____

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BETHZAIDA ARROYO

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

MINISTERIO SONRISAS, INC.
A Florida Non-Profit Corporation

**AMENDED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Ministerio Sonrisas, Inc. The business of the corporation will be conducted as Ministerio Sonrisas, Inc.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Ministerio Sonrisas, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Ministerio Sonrisas, Inc. goals and objectives are:

To promote and contribute to the well-being and the development of low-income children and families through solidarity and community support. To carry out toy collections to bring joy to children in vulnerable situations, we will manage donations and grants to provide food and clothing to needy families, and we will collect school supplies that we will donate so that these children will have the necessary tools for a successful school year. With our work, we seek to create a positive impact and offer hope for a better future.

Ministerio Sonrisas' group of clowns and characters will visit churches, schools, and community activities, presenting shows on important topics for our society. Through dramas, songs, dances,

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and activities such as balloon figure creation and face painting, we provide a positive and accessible contribution, helping all members of the community understand and benefit from important messages in a pleasant and fun way.

To help promote the empowering of the skills abilities and talents of low-income adults through education, entrepreneurship and leadership.

To plan, develop and implement programs of learning and empowerment for people with limited economic resources, without discrimination, thus contributing to their financial and economic growth.

To partner with social development organizations, governmental agencies and other private and non-profit entities. To participate and collaborate in projects related to education, financial, economic, entrepreneurial and other self-help and self-sufficiency programs.

To forge a legacy in society that will promote new opportunities for individuals and professional development, while implanting the values of integrity, solidarity, commitment, ethics, responsibility and respect and tolerance for others.

3.02 Non-Profit

Ministerio Sonrisas, Inc. is designated as a non-profit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

Ministerio Sonrisas, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Ministerio Sonrisas, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an 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.

Ministerio Sonrisas, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable

purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Ministerio Sonrisas, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Ministerio Sonrisas, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Ministerio Sonrisas, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Ministerio Sonrisas, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Ministerio Sonrisas, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V BOARD OF DIRECTORS

5.01 Governance

Ministerio Sonrisas, Inc. shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be:

Betzaida Arroyo - President

Eddie G. Rosa - Vice President

Diana Candelario - Secretary/Treasurer

Eddie G. Rosa Jr. - Director of Promotion & Events

ARTICLE VI MEMBERSHIP

6.01 Membership

Ministerio Sonrisas, Inc., shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Ministerio Sonrisas, Inc.
3504 13th St E
Ellenton, FL 34222

The mailing address of the corporation is:

Ministerio Sonrisas, Inc.
3504 13th St E
Ellenton, FL 34222

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Betzaida Arroyo
3504 13th St E
Ellenton, FL 34222

ARTICLE X
INCORPORATORS

The incorporators of the corporation are as follow:

Betzaida Arroyo
3504 13th St E
Ellenton, FL 34222

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Ministerio Sonrisas, Inc. were approved by the board of directors on May 13, 2023 and constitute a complete copy of Articles of Incorporation of the Ministerio Sonrisas, Inc.

Betzaida Arroyo, 3504 13th St E, Ellenton, FL 34222

Sign Betzaida Arroyo Date 11/30/2024

Eddie G. Rosa, 3504 13th St E, Ellenton, FL 34222

Sign Eddie G. Rosa Date 11.30.2024

Diana Candelario

Sign Diana Candelario Date 11/30/24

Eddie G. Rosa, Jr.

Sign Eddie G. Rosa, Jr. Date 11/30/24

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Betzaida Arroyo, agree to be the registered agent for Ministerio Sonrisas, Inc. as appointed herein.

Betzaida Arroyo
Betzaida Arroyo, Registered Agent

Date: 11/30/2024