

N 99000006926

Florida Department of State  
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**BASIC AMENDMENT**

**FUNDACION AMOR AL PROJIMO, INC.**

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**ARTICLES OF RESTATEMENT  
OF  
FUNDACION AMOR AL PROJIMO, INC.**

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The Articles of Incorporation of **FUNDACION AMOR AL PROJIMO, INC.**, as filed with the Department of State on November 24, 1999 under Document Number N99000006926, and as amended on November 29, 2000, are hereby restated pursuant to Section 617.1007, Florida Statutes.

**Article I**  
**Name**

The name of the corporation shall be: **FUNDACION AMOR AL PROJIMO, INC.** (the "Corporation").

**Article II**  
**Principal Place of Business**  
**and Mailing Address**

The principal place of business of the Corporation shall be located at 2121 S.W. 24th Avenue, Miami, Florida 33145, and its mailing address shall be at that same address.

**Article III**  
**Purpose**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making or distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code [Code].

2. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

3. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, 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 IV**  
**Corporate Powers,**  
**Directors and Manner of Election**

All corporate powers shall be exercised as provided in Section 617.0302, Florida Statutes, unless otherwise limited by unanimous written consent of the Corporation's Board of Directors. This Corporation shall have three (3) Directors, which number may be fixed or changed from time to time in the manner set forth in the Bylaws, but shall never be less than three.

**Article V**  
**Registered Agent and Office**

The street address of the Corporation's registered office is: 2121 S.W. 24th Avenue, Miami, Florida 33145. The name of the Corporation's registered agent at that address is: Enrique D. Cueto.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been duly adopted by the Board of Directors of the Corporation by written consent in lieu of meeting dated May 7, 2001 and supersede the original Articles of Incorporation and all amendments thereto. The restatement does not contain amendment(s) to the Articles requiring member approval.

DATED this 7th day of May, 2001.

  
Ernesto D. Cueto, Vice President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the Corporation at the place designated in this Articles of Restatement, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 7th day of May, 2001.

  
Enrique D. Cueto