

FROM : LAZARUS
DIVISION OF CORPORATIONS

FAX NO. : 30522014

SEP. 10 2008 04:05PM P1

P04000166311

Florida Department of State
Division of Corporations
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MAYTE PRIDA FOUNDATION, INC.

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Amended
9/10/08

FROM : LAZARUS

FAX NO. : 3052201440

Sep. 10 2008 04:05 PM

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Articles of Amendment
to
Articles of Incorporation
of

MAYTE PRIDA FOUNDATION INC

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

P04000188311

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

CORRECT: ARTICLE V: LIMITATION OF CORPORATE POWERS

SEE ATTACHED

ARTICLE VI: REGISTERED AGENT AND DISSOLUTION AND DISTRIBUTION

SEE ATTACHED

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

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The date of adoption of the amendment(s) was: July 27, 2008
Effective date if applicable: July 27, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

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.)

Mayte Prida

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

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Article V

Limitation of Corporate Powers:

The Corporation shall have the following powers:

1. The Corporation shall have all the common law statutory powers of a Corporation not-for-profit under the laws of Florida and all others powers and duties reasonably necessary to implement and effectuate the purposes of the Corporation, as herein above set forth, including, but not limited to the following:

a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner, as in the judgment of the Directors, will best promote the purposes of the Corporation without limitations, accept such limitations, if any, as may be contained in the instrument under which such properties received, this certificate of incorporation, the BY-LAWs of the corporation, or any laws applicable thereto.

c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its Directors, Officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member, trustee, or officer of said Corporation, or any private individual, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the foundation.

3. 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

4. The Corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

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5. The Corporation shall not retain any excess business holding as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax Laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

7. Notwithstanding any of the provisions of the certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist, or as they hereafter be amended.

8. All other powers of the Corporation shall be subject to and shall be exercised in accordance with the BY-LAWS.

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Article VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

Tax Management Services Corp.

**7955 NW 12th Street Suite 400
Doral, Florida 33126**

Dissolution and Distribution

1. Dissolution shall be as authorized by law.
2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

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