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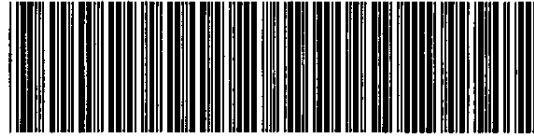
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## **LAW OFFICE OF BEN PROTANO**

2500 HOLLYWOOD BOULEVARD, SUITE 411  
HOLLYWOOD, FL 33020 U.S.A.  
PHONE: (954) 927-6714 • FAX: (954) 927-6711  
email: bp@protanolaw.com  
website: www.protanolaw.com

July 12, 2007

Florida Division of Corporations  
Amendment Division  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Puerto Ricans Making the Difference, Inc.  
Document # N03000004722

Dear Amendment Division:

Enclosed, please find Articles of Amendment to Articles of Incorporation of Puerto Ricans Making the Difference, a Florida Not for Profit Corporation; along with check no. 5780 in the amount of \$43.75 for filing same and returning a certified copy to this firm.

The only change to the present articles is that the officers have changed (see Page 5 of the attached amended articles). The attached amended articles set forth the officers as being Antonio Vivaldi, Manuel Benitez Gorbea, Jose Belaval, Manuel Del Valle, Rosaly Quintero and Tari Mari Gonzalez.

If there are questions or comments, please contact the undersigned.

Sincerely,



BERNARDO PROTANO, ESQUIRE

BP/mb

Encl: asa

cc: Puerto Ricans Making the Difference, Inc.



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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PUERTO RICANS MAKING THE DIFFERENCE  
a Florida Not for Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Amendment to the Articles of Incorporation for the corporation:

**Article I**

The name of the corporation is Puerto Ricans Making the Difference Inc. The name shall remain unchanged.

**Article II**

The principle office of the corporation is 2708 Edgewater Ct. Weston, Florida 33332.

**Article III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the



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advancement of charity,, education and other charitable purposes, by the distribution of its funds for those purposes, and particularly to offer free services by members of the Puerto Rican business community to anyone, aspiring to be successful in his or her quest of developing their career or business, who is seeking and solicits assistance to achieve his' or her expectations.

- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. 501(C) (3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes; the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.



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#### ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### ARTICLE V

The Registered agent is Bernardo Protano, esquire P.A., 2500 Hollywood Boulevard, Suite 411, Hollywood, Florida 33020.

#### ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be six (6); provided however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors hold office until the first meeting of members, which was held on the inception of the Corporation, at which time an election of directors was held.



Directors' elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 11 AM on the first Saturday of March each year at the principal office of the corporation, or at any other place, places or date designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of the incorporation and bylaws of this corporation authorize the directors to act in this manner.

This statement shall be *prima facie* evidence of the directors' authority.



The names and addresses of the persons who are to serve as the officers are:

| <u>Name</u>             | <u>Address</u>                                   |
|-------------------------|--|
| Antonio Vivaldi         | 2708 Edgewater Ct. Weston,<br>FL 33332           |
| Manuel Benitez Gorbea - | 16249 SW 82 <sup>nd</sup> St. Miami, FL<br>33193 |
| Jose Belaval-           | 8349 SW 193rd St.<br>Miami, FL 33157             |
| Manuel Del Valle        | 7300 NW 19th St. Suite 101<br>Miami FL. 33126    |
| Rosaly Quintero         |  |
| Tari Mari Gonzalez      | 7105 SW 113 Ave. Miami, FL<br>33173              |

#### ARTICLE VII

The name and address of the incorporator is:

Antonio Vivaldi  
2708 Edgewater Ct. Weston, FL 33332



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#### **ARTICLE VIII**

The board of directors has elected the following officers: president, vice-president, treasurer and secretary and any other officers which the by-laws of this corporation authorize the directors to elect.

#### **ARTICLE IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### **ARTICLE X**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### **ARTICLE XI**

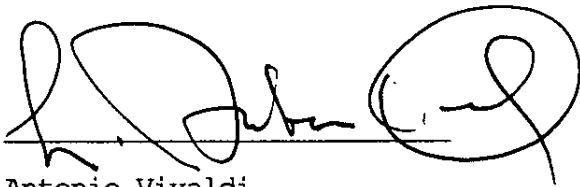
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed' to a not for profit fund or foundation or corporation which is organized and operated exclusively or religious or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. #501 (c) (3), or corresponding provisions of any subsequent federal tax laws.





Amendments to these articles of incorporation may be proposed by resolution adopted by the board of directors and presented a quorum of members for their vote. Amendments may be adopted by a vote of two thirds of a quorum of members of the corporation.

I, the undersigned, being an incorporator of this corporation, for the purpose of amending the articles of incorporation to this not for profit charitable corporation under the laws of Florida, have executed these articles of amendment to the articles of incorporation on the 3<sup>rd</sup> day of March, 2007.



Antonio Vivaldi

Incorporation/Chairman

Original April 26, 2004

First Amendment March 3, 2007