

N04000005423

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Amend

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 31, 2005

AFRO-CUBAN ALLIANCE, INC.
3170 SW 139 TERRACE
DAVIE, FL 33330

SUBJECT: AFRO-CUBAN ALLIANCE, INC.
Ref. Number: N04000005423

We have received your document for AFRO-CUBAN ALLIANCE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are **NO MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 205A00006629

ARTICLES OF AMENDMENT

To

ARTICLES OF INCORPORATION

OF

Afro-Cuban Alliance, Inc.

Document Number N0400005423

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not for Profit Corporations adopts the following Articles of Amendment(s) to its Articles of Incorporation:

Article THREE Amended:

The specific purposes for which this corporation is organized are exclusively charitable and educational purposes, including but not limited to, providing humanitarian aid to persons of Afro-Cuban heritage and stimulating educational awareness of the Afro-Cuban condition within Cuba and around the world, and other associated and necessary social services as human needs may require.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 of 1986, or corresponding section of any future federal tax code.

Article FOUR Amended:

The Board of Directors of this corporation are elected annually by a quorum of the Directors currently in place at the time of the annual meeting.

Addition of Article EIGHT:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Addition of Article NINE:

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Addition of Article TEN:

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Addition of Article ELEVEN:

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Addition of Article TWELVE:

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

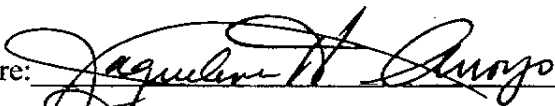
Addition of Article THIRTEEN:

The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

ADOPTION OF AMENDMENTS

The effective date of adoption of these amendments is JANUARY 20, 2005.

The amendments were adopted by majority vote of the Board of Directors on the 20th day of JANUARY, 2005. There are no members or members entitled to vote on the amendment.

Signature: 
Print Name: Jacqueline H. Arroyo
Title: PRESIDENT / CEO