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Amend/cus
1a 1/5/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Association of Teachers of Portuguese

DOCUMENT NUMBER: EIN #: 80-0382161

1 N09000 002414

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

Please return all correspondence concerning this matter to the following:

Anete Arslanian

(Name of Contact Person)

American Association of Teachers of Portuguese

(Firm/ Company)

383 NE 85th Street

(Address)

Miami, Florida 33138

(City/ State and Zip Code)

anete@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anete Arslanian

(Name of Contact Person)

at (305) 751-7148

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

American Association of Teachers of Portuguese, Inc.

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

80-0382161

(Document Number of Corporation (if known))

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Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For 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" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

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:

New Registered Office Address:

(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	

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

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

Article III - PURPOSE

The American Association of Teachers of Portuguese is organized exclusively
for educational purposes: To this end, the organization shall:

- promote the teaching of Portuguese in the United States
- assist foreign teachers with steps to professional certification in the US
- keep teachers abreast of new trends in education
- support non-partisan educational and informational activities
- promote network among teachers

All funds, whether income or principal, and whether acquired by gift or contribution
or otherwise, shall be devoted to said purposes.

Article VII - DIRECTORS/MEMBERS

The American Association of teachers of Portuguese may (but need not) have voting
members shall be as defined in the corporation's bylaws.

PLEASE SEE ATTCHAMENT FOR ADITONAL SHEETS OF AMENDEMENTS

Continued from page 2 of 3

Article VII

DIRECTORS/MEMBERS

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

Article IX

Dissolution

The duration of the Association existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The assets shall be distributed to VFP Foundation located at 7122 NW 74TH AVENUE, MIAMI, FL, 33166 contact ANDRE MARTINS telephones (786) 277-8173, (786) 363-1062. In the event VFP Foundation is ceased, the assets will then be distributed to another organization with same or similar purposes of The American Association of Teachers of Portuguese.

A Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located shall dispose any such assets not so disposed.

Article X

LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the American Association of Teachers of Portuguese:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the American Association of Teachers of Portuguese shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE XI

DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

The date of each amendment(s) adoption: 11/18/09
(date of adoption is required)

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

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 24, 2009

Signature Anete Arslanian
(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)

ANETE ARSLANIAN
(Typed or printed name of person signing)

President of corporation
(Title of person signing)