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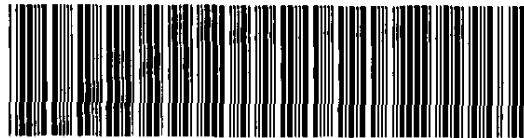
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2010 MAY 27 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + n/c

TB

MAY 27 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Association of Teachers of Portuguese

DOCUMENT NUMBER: N09000002414

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)

(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 at (305) 490-0849
(Name of Contact Person) (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)

N09000002414

(Document Number of Corporation (if known))

FILED
2010 MAY 27 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

American Organization of Teachers of Portuguese, Inc.

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>
Treasurer <i>Sec.</i>	Rosimar Suguieda	1750 NE 191 Street Apt. 711 North Miami Beach, Florida 33179 - US	☐ Add ☒ Remove
Treasurer	Beatriz Cariello	11343 NW 53rd Lane Doral, Florida 33178	☒ Add ☐ Remove
Secretary	Louise Canuto	1500 NW 15th Avenue, Apt. #2 Boca Raton, Florida 33486	☒ Add ☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article I - Name and location The official name of the association shall be
"The American Organization of Teachers of Portuguese ^{, Inc.} located in Miami, Florida.

Article III - Membership The privilege of membership in AOTP is voluntary and is available
to all persons and groups that are interested in the studies and promotions
of the Portuguese language, supportive of AOTP's purposes, goals, and objectives as well
as willing to abide to these by-laws. There is a membership fee to all members who reside
in the United States.

Article IV -- Officers and Executive Board

Executive Board will be formed by: President - Past President - Secretary and alternate -
Vice President - Treasurer - Newsletter Editor- in- Chief - Advisory Board

Section 1: Those wishing to become a part of the executive board must be any teacher
of the Portuguese language or an educator engaged in the promotion of the Portuguese
language.

Section 3: b. All decisions of the executive board will be made by a vote of
(at least fifty one percent of the board members).

.... continue on page 4

The date of each amendment(s) adoption: May 12th, 2010
(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 May 22, 2010

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
(Title of person signing)

American Organization of Teachers of Portuguese, Inc.

Additional page

Page 4

E. Continue amending of articles from page 2 of 3

Article II – Purposes

The primary purpose of this Organization shall be:

1. To form a representative body capable of developing group opinions in a professional manner to speak with authority for teachers.
2. To provide an opportunity for continuous study and take action on problems of the profession.
3. To encourage cooperation and communication between the profession and the community.
4. To keep teachers informed of meetings and relevant cultural events.
5. To increase the interest in the study of Portuguese language in the U.S.A.

Article IV – Officers and Executive Board

Section 4 –

- a. The terms of officers and advisory board shall be two years. Each of the 8 officers shall be elected members of the executive board.
- b. Whenever there is a vacancy in any office or advisory board position, and before the term is expired, the President will appoint a substitute until a special meeting for election is held. The Executive board will vote for approval on the President's choice of substitute.
- c. If the vacancy is the presidency, then the Vice President will assume presidency until an election meeting is called.

Article V - Duties of the Executive Board

Section 1: The president shall:

- a. Be the chief executive officer of the Organization
- b. Preside at all meetings of the Organization
- c. Supervise the Executive Board
- d. Exercise such other powers as may from time to time be conferred on him/her by the executive board

Section 2: The Vice President Shall:

- a. Exercise the duties of President in the absence of that officer
- b. Take charge of activities as are assigned to him/her by the President.

Section 3: The Secretary shall:

- a. Preserve the written minutes of board meetings and send copies to all members of the executive board, which will be reviewed and approved at the next meeting.
- b. Give copies of the Organization's by-Laws to Officers upon their election.
- c. Preside over the meetings in the absence of the President and Vice President.
- d. Keep a historical account of all Organization events, including flyers, programs, newsletters, etc.
- e. Engage in all membership issues, such as, recruitment, updated membership forms, and announcement of scheduled meetings.

Section 4: The Treasurer shall:

- a. The Treasurer shall oversee the financial operations of the Organization and shall present reports on the Organization's financial operations and status to the executive board and at the organization's Annual General Membership meeting.
- b. Preside over meetings in the absence of the President, Vice President, and Secretary.

Section 5. The Advisory Board shall:

- a. Assist the Board of Directors in implementing the objectives of the Organization by offering advice and counsel, and by performing those duties that may from time to time be assigned them by the President or the Board of Directors.

Article VI - Personal and E-mail Information

Personal and E-mail information is maintained for the exclusive use of the executive board of AOTP for organizational purposes only.

Article VII – Meetings

1. There shall be an Annual Meeting of the entire membership of the Organization held at a time and place to be determined by the Executive Board.
2. Special meetings of the Organization may be called by the president at such time and place and with such notice as he or she may determine.
3. The executive board shall meet regularly to conduct the affairs and activities of the Organization at a time and place to be selected by the President.
4. Six Executive Board members constitute a quorum.
5. Traditionally, the Executive Board meets every two months.
6. A quorum for all meetings of the AOTP shall consist of fifty-one percent of all voting members present.
7. Written notice of the membership meeting stating the location, date, time, and purpose shall be delivered by e-mail to the voting members not less than 15 days before the date of such meeting.

Article X - Amendments to the Constitution

The constitution is subject to amendment. Any member who wishes to propose an amendment to the constitution will send his or hers proposal in writing to the President, Vice-President or Secretary. The Executive Board will then evaluate it on its next regular meeting. After reviewing it and if approved by the board, the proposal will be presented to the members for approval.