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TO: Amendment Section
Division of Corporations

VENEZUELA USA FOUNDATION, INC.

NAME OF CORPORATION: _____

N19000003929

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Leon Granado

(Name of Contact Person)

Venezuela USA Foundation, Inc.

(Firm/ Company)

334 E Lake Rd. Suite 307

(Address)

Palm Harbor, FL US 34685

(City/ State and Zip Code)

VenezuelaUSAFoundation@gmail.com

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

For further information concerning this matter, please call:

Leon Granado

727

6881591

at

(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

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

(Document Number of Corporation (if known))

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)

3211 W Columbus Dr, Tampa FL US 33607

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

3211 W Columbus Dr, Tampa FL US 33607

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:

Leon Granado

3211 W Columbus Dr.

(Florida street address)

New Registered Office Address:

Tampa

(City)

Florida 33607

(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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change ☒ Add ☐ Remove	<u>D</u>	<u>Nelson Bustamante</u>	<u>11034 NW 47 Ln</u> <u>Doral, FL 33178</u>
2) ☐ Change ☒ Add ☐ Remove	<u>D</u>	<u>Jose Palmar</u>	<u>900 Wyoming Ave.</u> <u>SAINT CLOUD FL 34769</u>
3) ☐ Change ☒ Add ☐ Remove	<u>D</u>	<u>Juan Carlos Pinto</u>	<u>1628 STERSON DR.</u> <u>Wesley Chapel</u> <u>FL 33543</u>
4) ☐ Change ☐ Add ☐ Remove			
5) ☐ Change ☐ Add ☐ Remove			
6) ☐ Change ☐ Add ☐ Remove			

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

See attached.

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We, LEON GRANADO, ANA MARIA TAGUE. JOHN REYES Y BELEN BLACK, JUAN CARLOS PINTO, RAMSES MARQUEZ, ALFREDO AVELLO, JOSE PALMAR , NELSON BUSTAMANTE , proceeding in this act as.

CHAPTER I

DENOMINATION, PURPOSES, GENERAL PRINCIPLES AND DURATION.

CLAUSE 1: Denomination: The Civil Foundation governed by this document is a non-profit organization, which is called VENEZUELA-USA foundation. The Foundation is a means to spread moral values; promote democracy, recover faith in the country and contribute to the socioeconomic development of the Nation.

CLAUSE 2: Character and Purposes of the Foundation. The Foundation has a philanthropic character. Its purpose: to raise awareness and / or teach society in general, the importance of citizen values as a response to an integral formation in individuals. Emphasizing the most vulnerable population, such as children, as an essential key to avoid or reduce the appearance of social risk behaviors in later stages such as adolescence and adulthood; as well as the population of scarce resources. To this end, the Foundation will promote the holding of symposia, conferences, exhibitions; will be able to dictate courses and general didactic material. It may also sponsor publications related to the purpose of the Foundation. Perform radio, television, cultural micros, WEB pages, blogs and any other written or network media that contributes to the dissemination. Prepare and execute projects related to the object of the Foundation.

CLAUSE 3: Creation of alliances, and income or adhesion to organizations. In order to fulfill its non-profit purposes, the Foundation may contract the personnel, professional or technical that it requires, and enter networks, networks of networks, federations, confederations and other similar institutions; celebrate technical associations with specialized companies; enter into agreements of alliance or inter-institutional cooperation with national, binational or multinational organizations, public or private, and perform any other act or activity necessary for the fulfillment of its objectives.

CLUSTER 4: Address: The Foundation will be headquartered in the city of Tampa, and may establish offices, sections, departments or chapters elsewhere, inside and outside of the United States of America.

CLAUSE 5: Volunteering: In a very special way, the Foundation will seek the support and collaboration of volunteers; and of companies and organizations with conscience and social responsibility.

CLAUSE 6: It does not have political ends: The Foundation does not have, nor will it have political ends; It is not, nor will it be linked to any party or political organization, reasons why it will refrain from participating in any partisan event.

CLAUSE 7: Legal Personality: The Foundation has its own Legal Personality, independent of its members, directors or administrators. Consequently, the Foundation can not be responsible or be held responsible for personal obligations of its partners or officials, or vice versa.

CLAUSE 8: Duration: The Foundation will last fifty years (50) years, counted from the date of its registration in the corresponding Public Registry. The Assembly, in accordance with the provisions of this document, may in advance dissolve or extend it. The Foundation will not be extinguished by the death, interdiction, bankruptcy, resignation or expulsion of one or more of its members.

CHAPTER II OF ITS MEMBERS.

CLAUSE 9: Types of Members: The Foundation will have three types of members; 1. The Founding Members; that is, those who appear in this document constitutive of the Foundation, except in cases of absolute absence, which must be replaced. 2. Designated Members: Are those persons whom the Assembly of Members accepts or designates as members, who shall have the same rights and obligations as the founding members. 3. Honorary Members: are the persons referred to in Clause 11 of this document. The acquisition of membership status leads to full acceptance of this document, without reservation.

CLAUSE 10: Members do not pursue lucrative purposes: In virtue of the non-profit nature of the Foundation, Members agree that they do not have, nor shall they have any right to participate in, the benefits or profits obtained by the Foundation, or their assets. Therefore, if by resignation, death, expulsion or for any other reason they lose their status as members, neither they nor their heirs or successors, will have anything to claim from the Foundation for participation in the assets or utilities, nor for any another concept of participations in the goods or utilities or by any other concept related to the quality that they had.

CLAUSE 11: Honorary Members: The Board of Directors may grant the status of Honorary Members of the Foundation to those individuals or legal entities that are entitled to such distinction for the contributions or services that have been granted or lent to the Foundation. Unless expressly provided by the Board of Directors, the status of Honorary Member will expire three (3) years after being conferred, although it may be conferred again and consecutively.

CLAUSE 12: Inability of the quality of Member: Representation: The quality of the member is non-transferable and consequently the Foundation will not recognize any translating act of said ownership. Members may be represented by another Member by means of power of attorney letters granted expressly and in writing, signed by the principal. Any Member of the Board of Directors may be mandator of one or more Members, except that the decision to consider the personal responsibility of the Member to whom the mandate has been conferred; without prejudice to the validity of the representation for other decisions contained in the agenda of that or another Assembly of Members.

CLAUSE 13: Loss of the Quality of a Member: The quality of the Member of the Foundation is lost for: A. Due to the resignation of its owner. B. Due to the incapacity, death or disqualification of the owner. C. For having been expelled from the Foundation by the Assembly of Members. Only the expulsion of a Member shall proceed when a specially convened Assembly of Members, with the qualified majority provided in Clause 25 of this document, declares that the conduct of the Member is incompatible with the associative purposes.

CLAUSE 14: The causes of exclusion of the Foundation Members are the following: A. Absence of 3 assemblies, whatever their class; B. lack of diligence in the fulfillment of the functions assigned to him by virtue of the execution of a contract; C. failure to observe ethical and moral standards that jeopardize the good name of the Foundation; D. the voluntary decision to exclude one of the members.

CLAUSE 15: Rights and obligations of Members: Except as expressly and exhaustively indicated in this document, Members have equal rights and obligations. Especially have the rights of assistance; voice and vote in the Assemblies of Members, in which each one will have one (01) vote. The Quality of Honorary Member is merely honorific and, therefore, does not grant any right to such Members.

CHAPTER III

ADDRESS AND ADMINISTRATION

CLAUSE 16: The management and ordinary direction will be in charge of a Board of Directors and an Administrator.

CLAUSE 17: The Board of Directors will be composed of SEVEN (7) members: One (1) President, One (1) Vice President and Five (5) Directors, elected by the Assembly of Members who must be members of the Foundation. They will last five (5) years in their functions. Members of the Board of Directors may be re-elected or removed early, by the Assembly of Members. If for any reason it is not possible to elect a new Board of Directors, the members of the Board of Directors will remain in the exercise of their positions until such time as a new election takes place and the designated ones take possession of them. The temporary or absolute absences of the President will be covered by the Vice President, who will have to prove to third parties the absence of the holder to assume the presidential functions, without prejudice to the responsibility that may be incurred in front of the Foundation in case of an undue assumption of functions. . The temporary or absolute absence of the Vice President shall be covered by the Director designated or appointed in the first term in the Minutes of the respective Assembly of Members that makes the election of the Directors, but the latter may not assume the presidential functions, if it has not been authorized. , expressly and in writing, by the President or Vice President.

CLAUSE 18: Decisions of the Board of Directors: For any decision of the Board of Directors of the Foundation to be valid, the attendance and favorable vote of at least four (4) of its members will be required, one of which must be the President or the Vice President. The decisions of the Board of Directors will be recorded in the Minutes Book of the Board of Directors.

CLAUSE 19: The powers of the Board of Directors are: A. To design, evaluate, approve and make the necessary adjustments to the plan of activities and their corresponding budgets B. To internally regulate the Association in everything related to its organization, norms and procedure, of the modalities of technical and organizational support for self-management training. C. Approve the organizational structure and administrative, financial and personnel policies of the Association. D. Approve the establishment of offices anywhere else in the Republic or abroad. E. Accept or reject donations or contributions made to the Foundation. F. Present the annual report and memory of the Foundation for approval. G. Designate external auditors for the analysis and certification of financial statements. H. Prepare the annual budget and present it to the Assembly of Members. I. Buy, sell, exchange, assign or make any other kind of alienation of all kinds of rights, shares and / or movable or immovable property

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of the Association, with prior authorization of the Assembly of Members J. The others indicated in this articles of incorporation and its statutes.

CLAUSE 20: The President, with the authorization of the Board of Directors, will have all the faculties of administration of the assets and businesses of the Foundation and especially the following attributions: **A.** To exercise the legal representation of the association before the national, international authorities , state and municipal, whether civil, political, administrative, fiscal, judicial or otherwise. **B.** Convene and preside over the meetings of the Board of Directors and the Assemblies of Ordinary or Extraordinary Members. **C.** Direct, supervise and evaluate the internal functioning of the Foundation. **D.** To celebrate the contracts and agreements in accordance with the objectives of the Foundation and in accordance with the provisions contained in these bylaws. **E.** Appoint the staff of the Foundation, set salaries and travel expenses when appropriate, and proceed with their removal; **F.** Present annually the plan of activities and its respective budget project, as well as the memory and account. **G.** Jointly with the Administrator, open and mobilize bank accounts in the name of the Foundation, deposit funds in them and make the corresponding actions of drafts on them; **H.** Convene and preside over the Ordinary General Assemblies. **I.** Ensure the books of Minutes of the General Assemblies of Associates, of the Extraordinary Assemblies and of the meetings of the Board of Directors.

CLAUSE 21: The duties of the Vice President are: **A.** To fill temporary absences or absolute absences of the President. **B.** Exercising the functions that the Board of Directors grants.

CLAUSE 22: The powers of the Administrator are: **A.** Together with the President, open and mobilize bank accounts, deposit funds and turn over them in the name of the Foundation. **B.** to maintain the good order of the collection of the income and the adequate application of the expenses; **C.** ensure the accounting of the Foundation in order that it be carried out properly, in accordance with the provisions of the current legal system and that the financial statements are produced monthly; **D.** present annually to the Board of Directors a detailed report on the administration of the Funds of the Association; **E.** the other attributions or duties that are indicated by the Board of Directors.

CHAPTER IV OF MEMBER ASSEMBLIES

CLAUSE 23: The Assembly of Members: the direction of the Foundation corresponds to the Assembly of Members validly constituted according to this document and the laws, and its decisions will be of obligatory fulfillment for all the members even for those who have not attended them. The Assemblies of Members will be Ordinary and extraordinary.

CLAUSE 24: Of the Ordinary Assemblies of the Members: the Ordinary Assemblies of Members shall meet, if possible, within the first ninety (90) days at the close of the respective fiscal year and shall have the following faculties in particular: **1.** Name, in their respective opportunities and in accordance with the provisions of this document, to the members of the Board of Directors who will be in charge of the administration and direction of the Foundation. **2.** Analyze annually the report of the Board of Directors on the general direction of the Foundation. **3.** Order or suggest to the Board of Directors new projects and plans. **4.** Approve or disapprove the balance of the Foundation and other states or financial

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documents presented by the Board of Directors. 5. Any other matter that is included in the call, and 6. Any other provided in this document.

CLAUSE 25: Of the Extraordinary Assemblies of the Members: Them will meet when any of the Members of the Board of Directors deems it necessary or, when the number of Members required in Clause 23 has demanded it, and in them any matter that can be dealt with the organ that made the call considers urgent or unpostponable consideration, even those for which the Ordinary Assembly of Members is competent.

CLAUSE 26: Minutes: Of the meetings of the Board of Directors and of the Assemblies of Members, Ordinary and Extraordinary, the corresponding minutes will be drawn up that will be inserted in the respective books and will be signed by the attending Members. The corresponding minutes that will be inserted in the books, will be destined and found in the headquarters of the Foundation, under the custody of the Secretary of the Board of Directors and of the Assemblies, who will be responsible for keeping a sequence and file of the books and of the Minutes, both of the Board of Directors and of the Assemblies. Likewise, the Secretary is responsible for executing the procedures related to registration by the competent government agencies. The Secretary will be appointed by the President of the Board of Directors, who will assign their corresponding activities and tasks, as well as the term and duration of their exercise.

CLAUSE 27: Convocations of the Assemblies of Members: The Assemblies of Ordinary or Extraordinary Members, will be convoked by the Board of Directors, on their own initiative or at the request of a number of Members representing at least sixty percent (60%) of the Members, with no less than five (5) business days in advance of the date set for its celebration and, in them, only the matters expressly indicated in the call may be dealt with. The calls for the Assemblies of Members can be made by personal notification or by means of a press announcement in a newspaper of national circulation, in any case with not less than five (5) working days before the Assembly and with the indication of place, date, time and purpose of the meeting. If the call for the Extraordinary Assembly of Members was not made on the initiative of the Directing Board, but at the request of a group of Members, the points that the petitioner group included in its request to the meeting must be included in the agenda of the meeting. Board of Directors, provided that the request has been made expressly and in writing, and in accordance with the provisions of this document. When all the members of the Foundation are present at the meeting, according to the register of Members, it may be constituted as an Assembly of Members and decide on any matter, even if the call has not been made in the manner established in this document.

CLAUSE 28: When the Assembly of Members is considered validly constituted. Without prejudice to the provisions of this document, for a decision of the Assembly of Members to be considered validly adopted, it is required that it has been approved by half plus one of the members present or represented at the Assembly.

CLAUSE 29: Cases for whose decision the Assembly of Members requires a qualified majority. Exceptionally, the presence and favorable vote of at least seventy-five percent (75%) of the Members of the Foundation will be required to decide on the cases that are exhaustively indicated below. **A.** To change the object of the Foundation. **B.** To dissolve it early. **C.** To merge it with another institution, so

CHAPTER V

HERITAGE, EXERCISES, FINANCIAL STATEMENTS AND LIQUIDATION

CLAUSE 30: Of the Foundation's Patrimony: The patrimony of the Foundation will be integrated by: **A.** The contributions, donations or legacies that have been made to him or that in the future will be done by his Members or by other people or public or private institutions. private, national or international. **B.** The fruits of rents or benefits that the administration of their goods produces. **C.** Any other income and expenses, especially those derived from activities directly or indirectly executed by the Foundation to achieve its self-sustainability, that is, those derived from the operations carried out by the Foundation as intended to achieve or fulfill its non-profit purposes. **D.** Dividends obtained through the preparation and execution of projects related to the purpose of the Foundation. **E.** Other assets and other obligations that the Foundation acquires according to this document.

CLAUSE 31: Financial exercises and financial statements: The economic exercises of the Foundation will be comprised between January 1 and December 31 of each year. On this last date.

CLAUSE 32: Liquidation and destination of the remaining assets: In the event of termination of the Foundation, the liquidation will be made by the Board of Directors, unless the Assembly of Members determines that it must be done by another or other members of the Foundation. Since the Foundation is not for profit, all members irrevocably agree that, if the Foundation is extinguished for any reason, all its assets, after the obligations of the entity have been canceled, will be donated to the institution or institutions. of a social nature indicated by the Assembly of Members.

CHAPTER VII

INTERPRETATION OF THIS DOCUMENT

CLAUSE 33: Doubts and unforeseen cases: Any doubt that is presented in the interpretation or application of this document, will be elucidated by the Board of Directors of the Foundation. Likewise, the decisions of the Board of Directors will be within the competence of the Board of Directors in any situation, case or matter not expressly provided for in this document.

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 08/02/2019

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator, or if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Leon Crumado
(Typed or printed name of person signing)

President
(Title of person signing)

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