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September 18, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AMERICAN FRIENDS OF GUATEMALA, INC.

1607 PONCE DE LEON BOULEVARD

SUITE 201

CORAL GABLES, FL 33143US

SUBJECT: AMERICAN FRIENDS OF GUATEMALA, INC.

REF: 770351

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown  
Regulatory Specialist II

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AMERICAN FRIENDS OF GUATEMALA, INC.**

(a Florida corporation, not for profit)

The Articles of Incorporation of American Friends of Guatemala, Inc., a not for profit corporation formed pursuant to Chapter 617 of the laws of the State of Florida (the "Foundation"), are hereby amended and restated to read as follows:

**ARTICLE I**

**Name and Location of Principal Office**

The name of this Foundation is American Friends of Guatemala, Inc. Its principal office of business shall be at 201 S. Biscayne Boulevard, 1500 Miami Center (LAD), Miami, Florida 33131, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

**ARTICLE II**

**Term**

This Foundation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**Incorporators**

The names and addresses of the original incorporators of the Foundation are as follows:

**NAME**

**ADDRESS**

Mark S. Gallegos

Shutts & Bowen  
201 S. Biscayne Boulevard  
1500 Miami Center (LAD)  
Miami, FL 33131

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Luis A. de Armas

Shutts & Bowen  
201 S. Biscayne Boulevard  
1500 Miami Center  
Miami, FL 33131

Fernando Paiz

1607 Ponce de Leon Boulevard  
Suite 201  
Coral Gables, Florida 33143

#### **ARTICLE IV**

##### **General Purposes**

This Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law.

Within the scope of the foregoing, the Foundation is specifically organized to promote the development of Guatemala. The Foundation is authorized to impact key developmental variables in Guatemala, including without limitation reducing poverty rates, improving education, reducing chronic malnutrition, improving citizen security, reducing unemployment and raising the national standard of living. In furtherance of its charitable purposes, the Foundation shall have the power to receive and allocate contributions, within the discretion of the Board of Directors, to support any charitable or public-interest purpose in Guatemala. The Foundation shall have the power to raise funds destined to the broad goal of developing Guatemala as well as for specific projects which support this goal.

As a 501(c)(3) organization in the United States, the Foundation will solicit and receive contributions deductible under Section 170(c) of the Code. The Foundation has the power to seek and receive donations; contributions; gifts from business organizations; chambers of commerce; gifts from other charitable foundations such as the Ford Foundation; personal gifts from

individuals; funds from churches, temples and other religious organizations; conduct fund raising activities such as telethons, art festivals, bazaars, radio and television solicitations, advertising, mailings and door to door solicitations by volunteers. The Foundation will also have the power to apply for grants from the U.S. government and other foreign governments as well as from international organizations such as the United Nations, the Red Cross and from educational institutions and foundations throughout the United States and the rest of the world. The Foundation may achieve its objectives by making contributions to other organizations in Guatemala which have charitable purposes similar to those of the Foundation.

#### **ARTICLE V**

##### **Activities Not Permitted**

Notwithstanding any other provision of these Articles, the Foundation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VI**

### **Dedication and Distribution of Assets**

No part of the net earnings of the Foundation shall inure to the benefit of any Director or Officer of the Foundation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes) and no Director or Officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation.

Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VII**

### **Management of Corporate Affairs**

The powers of the Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Foundation may be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The Directors of the Foundation may from time to time serve on the Board of Directors of any of the charitable organizations whose projects the Foundation may fund in Guatemala. The method of selection of Directors is stated in the By-laws of the Foundation. The Foundation has no members.

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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed

with the minutes of the proceedings of the Board and any such 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 which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of the Foundation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VIII**

##### **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the Foundation shall be indemnified by the Foundation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Foundation (whether or not he is a Director or Officer of the Foundation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) to the full extent permitted by law. *The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.*

#### **ARTICLE IX**

##### **By-Laws**

The Board of Directors of the Foundation may provide such By-Laws for the conduct of the business of the Foundation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered

or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

#### **ARTICLE X**

##### **Amendments to Articles of Incorporation**

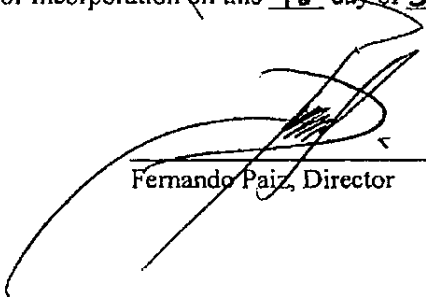
An amendment to these Articles of Incorporation may be adopted only by the affirmative vote of a majority of the Board of Directors.

#### **ARTICLE XI**

##### **Initial Registered Office and Agent**

The name and address of the registered agent of the Foundation is Corporation Company of Miami, 1500 Miami Center (LAD), 201 S. Biscayne Blvd., Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 18<sup>th</sup> day of September, 2012.

  
\_\_\_\_\_  
Fernando Paiz, Director



**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED FOUNDATION, AT THE PLACE DESIGNATED IN ARTICLE XI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 18 DAY OF September, 2012.

CORPORATION COMPANY OF MIAMI

By: 

Cavell Anderson, Assistant Secretary  
for CORPORATION COMPANY OF MIAMI  
(Registered Agent)

(Corporate Seal)

### CERTIFICATE

These Amended and Restated Articles of Incorporation were adopted by the board of directors and do not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective September 18, 2012.



Fernando Paiz, Director