

N010000000118

LAW OFFICES OF
AVELINO J. GONZALEZ, P.A.

6780 CORAL WAY LAW CENTER
MIAMI, FLORIDA 33155
TELEPHONE: (305) 261-4000
FACSIMILE: (305) 662-8715

FILED
01 APR -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 1, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of **VenAmerica Foundation, Inc.**, a corporation not-for-profit formerly known of record as Venezuelan-American Foundation for Democracy and Liberty, Inc. (# N100000116)

Dear Sir/Madam:

Enclosed for filing please find duplicate originals of the Amended and Restated Articles of Incorporation of the above named corporation; appreciating that once such Articles are filed, that you order returned to the undersigned, a certified copy of the enclosed Amended and Restated Articles of Incorporation at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee (Amendment & Restatement)	\$70.00
Certified copy	52.50
Total	\$122.50

Do not hesitate to call me, if in doubt.

Sincerely yours,


Avelino J. Gonzalez

Enc. (3)

Amend Restate + NK
4-9-01
DHS

000003944110--0
-04/02/01--01146--006
***122.50 ***78.75
43.75

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
VENEZUELAN-AMERICAN FOUNDATION FOR DEMOCRACY AND LIBERTY, INC.
AND ITS RESTATEMENT AS
VenAmerica Foundation, Inc.**

FILED
01 APR -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned, respectively the President and the Secretary of the **VENEZUELAN-AMERICAN FOUNDATION FOR DEMOCRACY AND LIBERTY, INC.**, (the "Corporation"), a corporation not-for-profit, the articles of incorporation of which were filed with the Florida Department of State (the "Department") on January 2nd., 2001 and assigned number N1000000116, as per action by all its present members and directors adopted at a meeting duly called and held on February 5, 2001, by these presents execute, acknowledge and file with such Department the following amendment to its Articles of the Corporation and Restatement such Articles of Incorporation (the "Articles"), for the purpose of continuing to operate this Florida corporation under the Florida Not for Profit Corporation Act (the "Act"), to wit:

RESOLVED, that Certificate of Incorporation of this Corporation filed with the Florida Department of State as indicated above, be and it hereby is further amended in toto and that the Corporation hereinafter be governed by these Amended and Restated Articles of Incorporation (the "Articles") under the Act, to wit:

ARTICLE I: NAME

The name of the Corporation is **VenAmerica Foundation, Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II: DURATION

This Corporation was organized as per Articles of Incorporation filed with Florida's Department of State on January 2nd., 2001 and shall have perpetual existence thereafter.

ARTICLE III: PURPOSES

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time, or the corresponding provisions of any future applicable United States revenue law (the "Code"), subject to the limitations expressed in Article VII(3) below, primarily to foster and defend

democracy and liberty, with emphasis in the protection of rights consecrated in the Universal Declaration of Human Rights promulgated by the United Nations on December 10th, 1948, as well as to be active against discrimination, totalitarian states and dictatorships, and to propitiate independent entrepreneurship, in Venezuela, other nations of the Western Hemisphere, and in the World at large.

ARTICLE IV: MEMBERSHIP

Section 1. **Members.** The members of the Corporation shall be **ex-officio** the persons who from time to time are in office as members of the Board of Directors of the Corporation . Each member of the Corporation shall be entitled to one (1) vote.

Section 2. **Associate Members.** Interested persons other than those referred in Section 1, and who are approved by the Board of Directors at its discretion, may be accepted for membership in the Corporation on such terms as the Board of Directors at its discretion may deem pertinent. The Board of Directors may designate more than one class of Associate Members and may freely determine the name under which they are to be called.

Section 3. **Honorary Members.** Honorary members of the Corporation may be selected upon the recommendation of the Board of Directors.

ARTICLE V: MANAGEMENT

Section 1. **Board of Directors.** The Board of Directors of the Corporation, designated by its members, shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time shall be provided for in the bylaws of the Corporation.

Section 2. **Executive Committee.** The Board of Directors, amongst its members, may appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors except that the Executive Committee shall not have the authority to remove board members of the Board of Directors or fill vacancies therein, amend or repeal prior Board of Directors' action without the express consent thereof.

Section 3. **Other Committees & Board of Advisors.** The Board of Directors, to carry out the purposes of the Corporation, may establish one or more other

committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), including but not limited to a Board of Advisors, with such authority as the Bylaws may provide from time to time.

ARTICLE VI: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined by the Board of Directors. The failure to elect any of these officers shall not affect the existence of the Corporation.

ARTICLE VII: GENERAL PROVISIONS

Section 1. Bylaws. The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

Section 2. Power and Authority. Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code; or a corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

Section 3. Tax-Exempt Status. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of

the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participating or intervening in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements).

Section 4. Conflicts of Interest. No contract or other transaction between the February 9, 2001 Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Section 5. Indemnification. Every person who now is or hereafter shall be a Member, Director or Officer of the Corporation shall be indemnified and held harmless by the corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his being or having been a Member, Director or Officer of the Corporation (whether or not he/she is a Member, Director or Officer of the Corporation 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/her). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such 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 VIII: AMENDMENTS

Amendments to these Articles shall be made by a majority vote of all members of the Corporation.

ARTICLE IX: DISSOLUTION

The Corporation may be dissolved by its members following the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively in favor of organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under section 501(c)(3) of the Code, as the Board of Directors shall determine. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is located, shall dispose of such assets exclusively for the purposes stated in Article IV herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

ARTICLE X: PRINCIPAL OFFICE

The principal office of the Corporation is situate at 1110 Brickell Avenue, Ste. 208, Miami FL 33131.

ARTICLE XI: REGISTERED AGENT

The registered agent of the Corporation continues to be Mrs. Gladys Lange Highland, whose business address is at the principal office of the Corporation and who, being familiar with her responsibilities as such under Florida Statutes, accepts her designation by executing these premises and agrees to perform her duties of a registered agent of the Corporation.

ARTICLE XIII: INCORPORATORS

The name and address of the incorporators were Mrs. Gladys Lange Highland and Macarena Uzcátegui, whose addresses are mentioned above.

TRANSITORY PROVISIONS

First: To increase the members of the Board of Directors of the Corporation, to hold office until their respective successors have been designated and take office, as follows:

Name of Directors:**Directors' Addresses:**

John Highland
Macarena Uzcátegui

19333 Collins Avenue, Sunny Isles Beach, Miami FL 33160,
11111 Biscayne Boulevard, Tower 1, Ste. 200, Miami FL
33181

Gladys Lange-Highland
Francisco Chito Montiel
Francisco Tosta
Deborah Montiel-Rothstein
Josie G. de Goytisolo

19333 Collins Avenue, Sunny Isles Beach, Miami FL 33160,
6360 NE 20th Terrace, Ft. Lauderdale FL 33308
3105 North Palm Aire Drive, Pompano Beach FL 33169
6360 NE 20th Terrace, Ft. Lauderdale FL 33308, and
4810 Alhambra Circle, Coral Gables FL 33146-1615

Second: To ratify as the following persons as the initial members of the Executive Committee of the Board of Directors of the Corporation, to hold office until their respective successors have been designated and take office, to wit: John Highland, Macarena Uzcátegui and Gladys Lange- Highland.

Third: The designate as the present officers of the Corporation, to hold office until their respective successors have been designated and take office, the following persons whose name appear after their respective office:

Office:**Name of Officer:**

Chairperson and
President
Vice-Chairperson and
Vice President
Vice President
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer

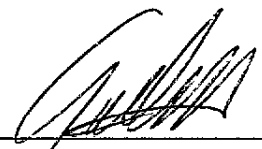
Gladys Lange-Highland
Macarena Uzcátegui
Francisco C. Montiel
Avelino J. González
Lordana Pola
Macarena Uzcátegui, and
Clarissa Hernández

RESOLVED, to authorize the president acting with the secretary to executed subject Amended and Restated Articles of Incorporation for their filing with Florida's Department of State.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.

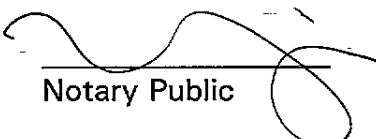
IN WITNESS WHEREOF, the undersigned has caused these presents to be acknowledged, signed and sealed in the City of Miami, Florida on the 28 day of March, 2001.


Gladys Lange-Highland, President


Avelino J. González, Esq., Secretary

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

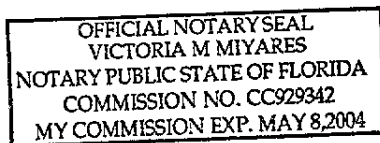
ACKNOWLEDGED, SIGNED AND SWORN before me, a Notary Public, by the persons herein above expressed, who I know and have the capacities aforesaid, on the place and date mentioned above.


Notary Public

Printed name of notary:

Commission number:

My commission expires:



C:\MyFiles\CRPS\75.05_venamerica.1a.wpd