

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32304
(850) 24-8100 • (850) 24-8062 • Fax (850) 222-1233

NO 10000001273

~~Seulptured Ice, Inc.~~
Herencia Latina, Inc.

600003455326---7
-11/07/00-01075-010
*****43.75 *****43.75

Amend

FILED
01-APR 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File Change of RA
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File 1000
- ___ UCC 11 Search 05/3/00
- ___ UCC 11 Retrieval
- ___ Courier

W01000009446

*file
8-10*

*00789, 00524, 00564, 00672

00789, 00536, 00672

*00789, 00572, 02209, 00672

Signature _____

Requested by: SR
Name _____ Date 11/7/00 Time 9:10

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 2001

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: HERENCIA LATINA, INC.
Ref. Number: W01000009446

We have received your document for HERENCIA LATINA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 401A00024745



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 2001

Capital Connection, Inc.
417 E. Virginia St.
Tallahassee, FL 32302

SUBJECT: HERENCIA LATINA INC.
Ref. Number: N01000001273

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for HERENCIA LATINA INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the reference to the shareholders at the bottom of page 4 since this is a non-profit corporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 601A00025567

RECEIVED
01 MAY -3 AM 10:45
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION OF
HERENCIA LATINA, INC.**

A CORPORATION NOT FOR PROFIT

In compliance with the requirements of Florida law the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Amendment to the Articles of Incorporation of Herencia Latina, Inc.

Amended Article I

Name. The name of this corporation is **HERENCIA LATINA, INC.** (hereinafter referred to as the "Corporation").

Article II

Address. The street address of the principal office and mailing addresses of the Corporation is **709 NW 84th Street, Gainesville, Florida 32607.**

Added the following Article III

Duration. The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

Amended the following Article IV

Purpose. The Corporation is authorized to transact any and all lawful activities authorized by law, including any and all charitable purposes to promote diversity and cultural awareness in order to eliminate and/or lessen prejudice and discrimination.

Article V

Initial Registered Office and Agent. The initial street address of the Corporation's registered agent is **709 NW 84th Street, Gainesville, Florida 32607** and the name of the initial registered agent at that address is Carmen Cuenca. The registered agent's written acceptance of appointment as a registered agent is attached hereto and incorporated by reference.

Added the following Article VI

Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

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TALLAHASSEE, FLORIDA

Article VII

Incorporator. Carmen Cuenca at 709 NW 84th Street, Gainesville, Florida 32607.

Added the following Article VIII

Directors. The initial board of directors shall consist of seven (7) members. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than three. The following are the names of the persons who will serve on the initial board of directors, and the address for each director is 709 NW 84th Street, Gainesville, Florida 32607:

Miguel Aguirre, D.M.D.
Myrna Cabrera Rivero, M.A.E.D.
Carmen Cuenca, Secretary & Treasurer
Regino Gonzalez Peralta, M.D.
Angel Reyes, D.M.D, President
Paco Rabel, Vice President
Maria Velazquez, M.D.

Added the following Article IX

Manner of Election of Directors. At each election for directors, every director is entitled to only one vote in person or by proxy. The Directors shall be elected by the majority of the Board of Directors.

Added the following Article X

Voting Rights. Each Director of the Board has only one vote. No cumulative voting shall be allowed. Except as otherwise provided in the articles of incorporation or by law, a majority of the Directors entitled to vote on the matter, represented in person or by proxy, shall constitute a quorum at any meeting of the Board of Directors. A voted item shall pass if the majority of said quorum votes in favor; the voted item shall fail to pass if a majority of favorable votes is not secured. If less than a majority of outstanding Directors entitled to vote is represented at a meeting, then the meeting shall be adjourned and rescheduled, and all items shall be resubmitted at the next scheduled meeting.

Added the following Article XI

Resignation. Any director may resign at any time by giving written notice to any member of the board of directors. The resignation of any director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

Added the following Article XII

Removal of Director. Any director may be removed at any time, with reasonable cause, by action of the majority of the directors of the corporation. The notice of the meeting at which a vote is taken to remove a director must state that the purpose or one of the purposes of the meeting is the removal of the director or directors.

Added the following Article XIII

Member Voting Rights. Members in good standing shall have the right to benefit from the Corporation's resources and activities; however, members will not have voting power within the Corporation. The Board of Directors shall be the sole entity within the Corporation which will be able to act on behalf of the Corporation.

Added the following Article XIV

Termination of Membership from the Corporation. Members may be terminated, with reasonable cause, by action of the majority of the directors of the Corporation. The following are reasonable causes to terminate membership (this list is not exclusive): 1) if member(s) fail to pay their annual dues, the Corporation shall send them a notice indicating the balance due by the particular member(s). If after receiving said notice, the member(s) fail to pay their outstanding balance, then the Corporation may elect to automatically terminate their membership; 2) If a member is charged with or convicted of a crime, the Corporation may elect to automatically terminate his or her membership. In all cases, the Corporation may reinstate any member(s) at its discretion by action of the majority of the Board of Directors or a quorum.

Added the following Article XV

Membership Rights Upon Termination. A terminated member shall not have rights to the benefits of the Corporation. All rights under the Corporation will terminate upon the termination of said member. The existing members in good standing shall not be effected by the termination of another member.

Added the following Article XVI

Distribution of Assets Upon Dissolution. The assets of the Corporation shall, upon dissolution or final liquidation, be distributed or transferred to a different nonprofit organization. Upon dissolution, the majority of the then existing board of directors shall decide which organization shall receive the assets.

Added the following Article XVII

Special Meetings. Special meetings of directors may be called by the Board of Directors, as described in the Corporation's Bylaws.

Added the following Article XVIII

Board of Director's Quorum and Voting. Fifty-one (51%) percent of the Directors entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Board of Directors. If a quorum is present, the affirmative vote of fifty-one (51%) of the Directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board of Directors and the Corporation.

Added the following Article XIX

Powers. This corporation shall have all of the corporate powers enumerated in the Florida Not for Profit Corporation Act.

Added the following Article XX

Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the majority of the Directors. Any two or more offices may be held by the same person.

Added the following Article XXI

Indemnification. The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Added the following Article XXII

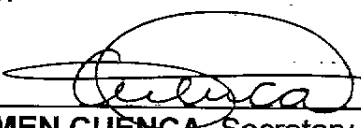
Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Directors is subject to this reservation.

Added the following Article XXII

ADOPTION OF AMENDMENTS. The amendments and additions were adopted by the Board of Directors with no members entitled to vote on the amendment.

THE DATE OF EACH AMENDMENT'S ADOPTION: APRIL 19, 2001.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of April, 2001.



CARMEN CUENGA, Secretary & Treasurer
Director & Incorporator of Herencia Latina, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **HERENCIA LATINA , INC.**, A Corporation Not for Profit, at the place designated in the Articles of Incorporation, the undersigned hereby accepts designation as registered agent made simultaneously herewith. The undersigned designated registered agent is familiar with, and accepts, the obligations of registered agent.

DATED: 4/19/01



CARMEN CUENCA
Registered Agent for Herencia Latina,
Inc.

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01 APR 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA