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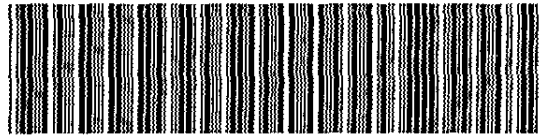
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03 MAY 16 AM 11:44

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*ac 5/22*

**MAIDA BACON-DELMAR, ESQ.**  
**20010 NW 83<sup>RD</sup> COURT**  
**MIAMI, FLORIDA 33015**  
**Phone: 305-829-8745**  
**Fax: 305-829-9455**

May 14, 2003

Amendment section Division of Corporation  
P.O. Box 6327, Tallahassee, Florida 32314

Corporate filing:

I enclose an original and two copies of the amendment to the articles of incorporation of Costenos Unidos Pro-Desarrollo de la Costa Atlantica de Nicaragua, Inc. (CUPROD).

Please file the amendment of the Article of incorporation and return a certificate copy of the amendment to me at the above address.

Enclosed is a check in the amount of \$ 43.75, made payable to your office, for total amendment fee and certificate copy and a copy of Power of Attorney. *returned not needed*

Sincerely,

  
Maida Bacon-Delmar, Esq.

**ARTICLES OF AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF**

**COSTENOS UNIDOS PRO-DESARROLLO DE LA  
COSTA ATLANTICA DE NICARAGUA, INC.**

**FILED**  
03 MAY 16 AM 11:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provision of section 617.1006, Florida Statutes, the undersigned Florida Non-profit Corporation adopts the following articles of amendments to its articles of incorporation.

**First: Amendment Adopted: Article III Amended**

**ARTICLE II.      PURPOSES.**

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. Such purposes shall include, but not be limited to, bringing together into an association all interested people to cooperate and participate in the development of the Atlantic Coast of Nicaragua. Its goal is to aid disadvantaged poverty-stricken individuals, families and communities on the Atlantic coast of Nicaragua towards a life of self-sufficiency; but shall be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporation, organization and institutions carrying on except activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

1. To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated **and**

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; **and**

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; **and**

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors

shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property

received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

Amendment Adopted: Article IV Amended

This corporation shall have five (5) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected as provided in the Bylaws.

The name and addresses of the Board of Directors who shall serve only until the first annual meeting of Directors are:

President: **Dr. Leonardo Green** whose address is: **2990 Wentworth Weston, Florida 33133.**

Vice-President: **Dr. Harry Brautigam** whose address is: **8104 SW 158 Terrace Miami, Florida 33157.**

Secretary: **Miriam Balinda** whose address is: **2905 Bird Avenue Miami, Florida 33133.**

Treasurer **Marina Mena** whose address is: **671 NE 83<sup>rd</sup> Street Miami, Florida 33138.**

Assistant – Treasurer **David A. Johnson** whose address is **8815 SW 134<sup>th</sup> Court Miami, Florida 33186**

Vacancies in the initial Board of Directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors.

Amendment Adopted: Article IX Added Term of Existence

This Corporation is to exist perpetually.

Amendment Adopted: Article X Added Members

Qualifications of the members and the manner of their admission shall be prescribed by

the Bylaws if the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members, as may be determined under the Bylaws.

Amendment Added: Article XI. Added Members Meetings

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the Bylaws.

**SECOND:** The date of the amendments was May 14, 2003.

**THIRD:** Adoption of Amendments

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Dated: May 14, 2003

By:   
LEONARDO GREEN  
President