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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 MAY 17 PM 4:36

Amendment
LFS
5-18-04

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

April 28, 2004

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation of
Puerto Ricans Making the Difference, Inc.
FEIN: 200227339

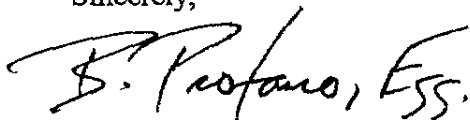
To Whom It May Concern:

Please allow the enclosed Articles of Amendment to Articles of Incorporation of Puerto Ricans Making the Difference, Inc. be filed with the Division of Corporations on behalf of our client.

Enclosed is Check No. 5033 in the amount of \$35.00 for the filing fee.

You may contact the undersigned at the above referenced telephone/fax or address with any questions or concerns.

Sincerely,



BERNARDO PROTANO, ESQUIRE

Enclosures: as stated above

cc: Puerto Ricans Making the Difference, Inc.

BP/mb



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 7, 2004

BEN PROTANO, ESQ.
2500 HOLLYWOOD BLVD, SUITE 411
HOLLYWOOD, FL 33020

SUBJECT: PUERTO RICANS MAKING THE DIFFERENCE INC.
Ref. Number: N03000004722

We have received your document for PUERTO RICANS MAKING THE DIFFERENCE INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 704A00031850

Overnight w/corrections/

*409 E. GAINES ST
Tallahassee, 32399*

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

May 13, 2004

Florida Division of Corporations
Amendment Division
409 E. Gaines Street
Tallahassee, FL 32399
Attention: Pamela Smith

RE: Puerto Ricans Making the Difference, Inc.
Ref No: N03000004722
Letter No: 704A00031850

Dear Ms. Smith:

Per our recent telephone conversation concerning Puerto Ricans Making the Difference, Inc. (PRMTD) and the letter number referenced above, PRMTD is currently dealing with the IRS concerning their 501C3 status. The current IRS deadline is May 17, 2004. As mentioned in our conversation, the enclosures have been sent via Federal Express to your attention, as we understand your efforts and coordination will greatly assist our endeavors.

We have enclosed an additional Federal Express mailer for the articles to be returned with their approval status. In the instance that the Articles of Amendment as provided with this letter are unable to be processed for any reason, please contact this firm at the earliest possibility so we may make any necessary changes, as opposed to forwarding the articles back to our attention and having us forward them, once again, to your attention.

Please do not hesitate to contact the undersigned with any questions or comments, and we thank you for your efforts.

Sincerely,



BERNARDO PROTANO, ESQUIRE

Enclosures: as stated above

cc: Puerto Ricans Making the Difference, Inc.

BP/mb

ARTICLES OF AMENDMENT

2004 MAY 17 PM 4:36

TO

ARTICLES OF INCORPORATION

OF

PUERTO RICANS MAKING THE DIFFERENCE INC.

a Florida Not for Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Amendment to the Articles of Incorporation for the corporation:

Article I.

The name of the corporation is Puerto Ricans Making the Difference Inc. The name shall remain unchanged.

Article II.

The principle office of the corporation is 800 Douglas Road, Suite 149, Coral Gables, Florida 33144.

Article III.

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the

advancement of charity, education and other charitable purposes, by the distribution of its funds for those purposes, and particularly to offer free services by members of the Puerto Rican business community to anyone aspiring to be successful in his or her quest of developing their career or business, who is seeking and solicits assistance to achieve his or her expectations.

- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. §501(C)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV.

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE V.

The Registered agent is Bernardo Protano, esquire P.A., 2500 Hollywood Boulevard, Suite 411, Hollywood, Florida 33020.

ARTICLE VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be six (6); provided however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors hold office until the first meeting of members, which was held on the inception of the Corporation, at which time an election of directors was held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 6pm on the first Monday of January each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

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 the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of the incorporation and bylaws of this corporation authorize the directors to act in this manner.

This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve
as the directors are:

<u>Name</u>	<u>Address</u>
Antonio Vivaldi	800 Douglas Road, Suite 149 Coral Gables, FL 33144
Luis Lugo	800 Douglas Road, Suite 149 Coral Gables, FL 33144
Ronald Ramirez	800 Douglas Road, Suite 149 Coral Gables, FL 33144
Rafael Pena	800 Douglas Road, Suite 149 Coral Gables, FL 33144
Ivelisse Santiago	800 Douglas Road, Suite 149 Coral Gables, FL 33144
Lilliana T. Bayouth Judge	800 Douglas Road, Suite 149 Coral Gables, FL 33144

ARTICLE VII.

The name and address of the incorporator is:

Antonio Vivaldi
800 Douglas Road, Suite 149
Coral Gables, FL 33144

ARTICLE VIII.

The board of directors has elected the following officers: president, vice-president, treasurer and secretary and any other officers which the bylaws of this corporation authorize the directors to elect.

ARTICLE IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

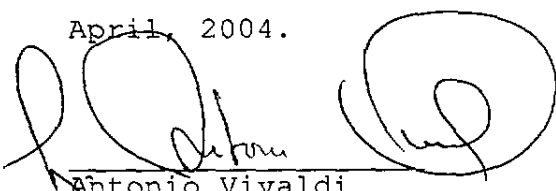
ARTICLE XI.

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation,

or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of amending the articles of incorporation to this not for profit charitable corporation under the laws of Florida, have executed these articles of amendment to the articles of incorporation on 26th day of April, 2004.



Antonio Vivaldi
Incorporator/Chairman