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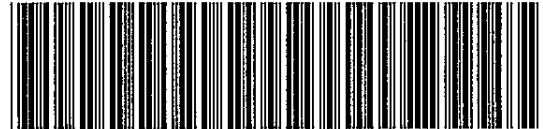
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W03-38553  
P.D.

DIVISION OF CORPORATION

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DIVISION OF CORPORATION  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CENTER FOR DEMOCRACY AND MAILING  
(Corporation Name) (Document #)

2. ADDRESS  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 18, 2003

LAZARUS

SUBJECT: THE VENEZUELAN - AMERICAN CENTER FOR DEMOCRACY  
AND HUMAN RIGHTS, INC.  
Ref. Number: W03000038553

We have received your document for THE VENEZUELAN - AMERICAN CENTER FOR DEMOCRACY AND HUMAN RIGHTS, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) I.

You must list the corporation's principal office and/or a mailing address in the document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 403A00067716

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03 DEC 19 PM 12:50  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION OF THE VENEZUELAN-AMERICAN  
CENTER FOR DEMOCRACY AND HUMAN RIGHTS, INC.  
A FLORIDA- NOT- FOR- PROFIT CORPORATION**

**ARTICLE I  
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the Corporation shall be The Venezuelan –American Center for Democracy and Human Rights, Inc.

The Principal place of business and mailing address of this Corporation shall be:

*11111 Biscayne Blvd.,  
Miami, Florida 33181*

**ARTICLE II  
CORPORATE NATURE**

The corporation is organized to defense, protect and educate minorities in Florida. Pursuant to the Florida Corporation of for Profit Law set for the in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

This Corporation is to exist perpetually.

**ARTICLE IV  
PURPOSE**

This Corporation is organized:

- a) To promote education of democracy and human rights.
- b) to encourage free and democratic institutions in Venezuela through private sector initiatives, including activities which promote the individual rights and freedoms, including internationally recognized human rights and fundamental freedoms, which are essential to the functioning of democratic institutions;
- c) to facilitate exchanges between United States private sector groups ( labor, human rights, educational and business) and democratic groups in Venezuela.

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## **ARTICLE V MEMBERS**

The Corporation shall have members; Membership shall be open to all those persons interested in the corporate purpose. Persons meeting such qualifications shall become regular members after obtaining approval from the Board of Directors and declaring their intentions to abide by these articles of incorporation and the bylaws. The bylaws will further regulate the membership.

The Board of Directors may, from time to time, admit sponsoring members granting such status to any natural or legal person for their continued support to the causes and purposes of the Corporation. It may also appoint Honorary Members, granting such status to people for their services to the Corporation, Sponsoring members and honorary members do not have to meet the qualifications of regular members who are the only members with voting right.

## **ARTICLE VI REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be Miami 11111 Biscayne Blvd, Miami, Florida 33181 and the name of the Registered Agent at said address shall be Thor Halvorssen.

## **ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS**

**A. BOARD OF DIRECTORS:** The powers of this Corporation shall be exercised its properties controlled, and its affairs conducted by a Board of Directors, consisting of no less than three (3) persons. The number of directors may be increased or diminished from time to time in such manner as may be prescribed in the bylaws. The Directors named herein as the first board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all time thereafter shall serve for a term of one (1) year until the annual meeting of members following the elections of Directors and until the qualifications of the successors in office. Annual meetings shall be held at Miami, Florida on the twenty-first day of July of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one 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 effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provisions 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 the bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and street address of the initial members of the Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thor L. Halvorssen	11111 Biscayne Blvd. Miami, FI 33181
Juan Diaz	9955 N.W. 9 <sup>th</sup> St Circle #3 Miami, FI 33172
Carlos Ortega	11111 Biscayne Blvd Miami, FI 33181

**B. CORPORATE OFFICERS.** The Board of Directors shall be elect the following officers, President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following directors shall serve as corporate officers.

<u>NAME</u> <u>TITLE</u>	<u>ADDRESS</u>
Thor L. Halvorssen	11111 Biscayne Blvd. Miami, FI 33181

Juan Diaz

9955 N.W. 9<sup>th</sup> St Circle #3  
Miami, FL 33172

Carlos Ortega

11111 Biscayne Blvd  
Miami, FL 33181

### **ARTICLE VIII EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof,

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene, in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

### **ARTICLE IX DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying; or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized

and operate exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations Under Section 501 (c ) (3) of the Internal Revenue Code of 1954 A(or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X SUBSCRIBERS**

The name and residence address of the subscribers of this corporation are as follows:

Thor L. Halvorssen

11111 Biscayne Blvd.  
Miami, FL 33181

Juan Diaz

9955 N.W. 9<sup>th</sup> St Circle #3  
Miami, FL 33172

#### **ARTICLE XI AMENDMENTS OF BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, 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 therefore in the bylaws.



**ARTICLE XII  
DEDICATIONS OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, 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 thereof, or to the benefit of any private individual.

**ARTICLE XIII  
AMENDMENT OF ARTICLES**

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 in the manner set forth in the bylaws of this corporation.

We, the undersigned, being the Subscribers and incorporators of this corporation, for the purpose of forming this not-for-profit corporation under the Laws of the State of Florida have executed these Articles of Incorporation this day of

**INCORPORATORS' SIGNATURES**

Dec 15, 2003  
Date

12/15/2003  
Date

  
Thor L. Halvorssen

  
Juan Diaz

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

The Venezuelan-American Center For Democracy and Human Rights, Inc.  
(must include suffix)

The name and address of the registered agent and office is:

Thor L. Halvorsen  
(name)

1111 Biscayne Blvd  
(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33181  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 DEC 19 PM 3:45

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

Thor L. Halvorsen  
Signature of Registered Agent

Dec 15, 2003  
Date