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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

VENEZUELAN AMERICAN NATIONAL COUNCIL, INC.

(A Florida Corporation, not for profit)

Document No. N05000001531

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

ARTICLE I - AMENDMENTS ADOPTED

Amend Article III to read:

Article III Purpose: This not for profit corporation is organized for the exclusive purpose of operating as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law providing the following services:

1. Providing charitable, educational, civic, human, and cultural services for different Venezuelan American not for profit organizations as well as to the residents of Miami-Dade County, State of Florida, United States and throughout the world, focusing primarily on members of minority and immigrant communities, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines.
2. To foster and promote community wide interest and concern for the problems of said persons and groups described above, to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated; and (d) cultural diversity expanded.
3. To promote (as permitted under United States Law and Department of State Regulations) democracy and democratic institutions in other countries, including helping other countries establish fair election standards, as well as accountability standards for the operation of government.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental entities,

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5. Any other activities allowed under the above Code section.

Amend Article IV to read:

Article IV Management of Corporate Affairs:

(A) Board of Directors. The powers of this Corporations shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors of this Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The initial Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the Bylaws of this Corporation. Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one year or until the first annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation, 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 the 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 certificate or other document filed under any provision 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 Bylaws of this Corporation shall be prima facie evidence of such authority.

(B) Corporate Officers. The Board of Directors shall elect the following officers: President, Treasurer, and Secretary and such other officers and Vice Presidents as the Bylaws of this corporation may authorize, from time to time, the Directors to elect.

Add Article VIII to read:

Article VIII Duration: This corporation shall have perpetual existence until dissolved by due process of law.

Add Article IX to read:

Article IX Activities Not Permitted: Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any other corresponding provisions of any future United States Internal Revenue Law.

Lobbying and Political Campaigns: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to

influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Add Article X to read:

Article X Dedication and Distribution of Assets: No part of the net earnings of this corporation shall inure to the benefit of any Member, Director, or Officer of this Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes) and no Member, Director, or Officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

In the event of dissolution, the residual assets of this Corporations will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purposes.

If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes pr to such organization or organizations, as said Court shall determine, which are organized an operated exclusively for such purposes.

Add Article XI to read:

Article XI Bylaws: The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of this Corporation and the carrying out of its purpose as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by Members of this Corporation.

Add Article XII to read:

Article XII Indemnification: Every person who now is or hereafter shall be a Director or Officer of this Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a 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) except in relation to matters as to such he shall be finally adjudged in such action, suit or proceeding to have

been derelict in the performance of his duties as such Director or Officer. The 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.

Add Article XIII to read:

Article XIII Membership: The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of this corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of this Corporation only. The authorized number of the Members of this Corporation, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments

Add Article XIV to read:

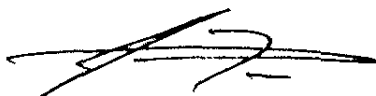
Article XIV Amendments: An amendment to these Articles of Incorporation may be proposed by any Member of this Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE II – Date of Adoption of the Amendment

The date of adoption of the amendments was: January 27, 2006.

ARTICLE III – ADOPTION OF AMENDMENT


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



Antonio Intriago, President/Director



Luis Pina, Vice President/Director



Antonio Molina, Secretary/Director

Signed this 27th day of January, 2006