

N05000002463

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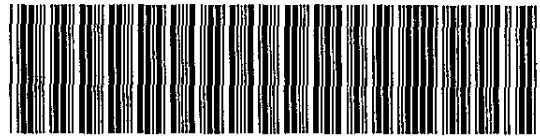
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05 APR 29 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FL 32307

Amend
C. Coullente MAY 06 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Civil Rural Development Project, INC.

DOCUMENT NUMBER: N05000002463

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jadir Hernandez
(Name of Contact Person)

Civil Rural Development Project, INC.
(Firm/ Company)

4115 SW 116th Ave.
(Address)

Miami, FL 33165-4662
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Jadir Hernandez at (786) 3567095
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(Attach additional pages if necessary)
(continued)

ARTICLE II PRINCIPAL OFFICE (amended)

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

4115 SW 116th Ave. Miami, FL 33165 - 4662

ARTICLE III PURPOSE OF THE CORPORATION (amended)

The exclusive purpose for which the Corporation is to be organized is for and to perform and being engaged in labor charitable/educational activities within and in compliance with the meaning and intent of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

This principal objective is to be achieved through:

- 1-Being a non-partisan and a non-profit corporation of civil rural development education and agricultural research.
- 2- Providing technical information and international agrarian structures related to cooperative systems, and sustainable environmental farming, so seminars may be conducted leading to the development of cooperative enterprises operating in agrarian and cattle-raising activities
- 3- Making all of these programs available, free of any charges, to all Cuban rural society's forces, including women, young people, technicians, and professionals related to the agrarian sector, on an available basis.
- 4- Complementing its primary educational and training activities with a Cuban farmers history archive, an agricultural relations research library, and a film-video tape collection, as well as many other supplemental visual aid material and resources donated to the Corporation.
- 5-Strengthening, training and developing of civil society's through implementation of courses related to Penal Law, Processing Law, Constitutional Law, Ecology and Environment, and Agrarian Law. These programs help them to acquire skills and knowledge, essential to perform effectively on the job, and to achieve their goals.
- 6-Distributing Cuban Civic Rural related information (training and development) through the publication "VIDA RURAL", the World Wide Web and other types of electronic mail distribution services

ARTICLE IV MANNER OF ELECTION (amended)

Section 1: Member quorum and voting.

A majority of the members entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of members. If a quorum, as herein defined, is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter thereof will be the act of the members unless otherwise provided by law.

Section 2: Voting of Members.

Each member will be entitled to one vote on each matter submitted to a vote at a meeting of members.

Section 3: Proxies.

A member may vote either in person or by proxy provided that any and all proxies are executed in writing by the member or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 4: Action by Members without a Meeting.

Action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting without prior notice and without a vote if the action is taken by the members entitled to vote on such action having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be

effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary or another officer of the corporation having custody of the book in which proceedings of meetings of members are recorded.

Written consent shall not be effective to take the corporation referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 60 days of the date of the earliest dated consent and is delivered in the manner required herein. Any written consent may be revoked prior to the date that the corporation receives the required number of consents to authorize the proposed action.

A revocation is not effective unless in writing and until received by the corporation at its principal office in the state or its principal place of business or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. Within 10 days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action. A consent signed pursuant hereto has the effect of a meeting vote and may be so described as such in any document; provided that if the action to which the members consent is such as would have required the filing of a certificate under Florida Law if such action had been voted on by members as a meeting thereof, the certificate filed hereunder must state that written consent has been given in accordance with Florida law.

Whenever action is taken pursuant hereto, the written consent of the members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the Minutes of proceedings of members. Notice of a meeting of members need not be given to any member who signs a waiver of notice in person or by proxy either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver. Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meetings solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

Section 5: Membership Termination.

Membership in the corporation may be terminated if a member engages in any conduct or activity that materially interferes with or conflicts with the purpose of this corporation, including but not limited to substantial and material violation of the Bylaws and rules of this corporation that may be adopted from time to time. Termination of membership shall be recorded in the membership book of the corporation and the rights and privileges of a member cease upon termination of membership.

Section 6: Member Voting.

A member who is entitled to vote may vote in person or may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. An appointment or a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy. If directors or officers are to be elected by members, it is hereby provided that such elections may be conducted by mail. If any corporation is a member of this corporation, the chairman of the board, president, any vice-president, the secretary or the treasurer of the member corporation, and any such officer or cashier or trust officer of a banking or trust corporation holding such membership, and any like officer of a foreign corporation whether for profit or not for profit, holding membership shall be deemed to have the authority to vote on behalf of the member corporation and to execute proxies and written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the Bylaws or resolution of the board of directors or executive committee of the member that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing any such proxies, waivers or consents or presenting himself at a meeting as one of such officers of a corporate member shall be conclusively deemed to be duly elected, qualified and acting as such officer and to be fully authorized. In the case of conflict representation, the corporate member shall be deemed to be represented by its senior officer in the order first stated herein. In all elections for directors every member entitled to vote has the right to cumulate his votes and to give one candidate a number of votes equal to the number of

votes he could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates. If the corporation has no members or its members do not have the right to vote, the directors shall have the sole voting power.

ARTICLE VIII MEETINGS OF MEMBERS (added)

Section 1: Annual Meeting.

The annual members meeting of the above named non-profit corporation will be held on the 15th day of July, of each year or at such other time and place as designated by the board of directors of the above named non-profit corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. The corporation will hold annual meetings of members for the election of directors and such other business as may come before the meeting

Section 2: Special Meetings.

Special meetings will be held when directed by the board of directors, chairman of the board of directors, president of the corporation, or at least ten (10) percent of the members entitled to vote, provided that said persons sign, date and deliver to the above named non-profit corporation one or more written demands for the meeting describing the purpose(s) for which it is to be held. A meeting requested by members of the above-named non-profit corporation will be called not less than 10 not more than 60 days after the request is made, unless the members requesting the meeting designate a later date. The call for the meeting will be issued by the secretary, unless the president, board of directors or members requesting the meeting designate another person to do so.

Section 3: Place.

Meetings of members will be held at the principal place of business of the above named non-profit corporation or at such other place as designated by the board of directors

Section 4: Record Date and List of Members.

The board of directors of the above named non-profit corporation shall fix the record date; however, in no event may a record date fixed by the board of directors be a date prior to the date on which the resolution fixing the record date is adopted.

After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all the above named nonprofit corporation's members who are entitled to notice of a members' meeting, arranged with the address of each member. Said list shall be available for inspection in accordance with Florida law.

Section 5: Notice.

Written notice stating the place, day and hour of the meeting, and the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail and addressed to the member at the member's address as it appears on the membership roll of the above named non-profit corporation, with postage thereon prepaid.

The above named non-profit corporation shall notify each member, entitled to a vote at the meeting, of the date, time and place of each annual and special member's meeting no fewer than 10 or more than 60 days before the meeting date. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. A member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the member entitled to the notice and be delivered to the above named non-profit corporation for inclusion in the Minutes or filing in the corporate records.

Section 6: Notice of Adjourned Meeting.

When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each member of record entitled to notice of such meeting.

A director may resign at any time by delivering written notice thereof to the board of directors or its chairman or the above named corporation. Such a resignation is effective when the notice is delivered unless a later effective date is specified *in* such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of director provides that the successor does not take office until the effective date.

Section 9: Quorum and Voting.

A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors.

Section 10: Executive and Other Committees

A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee

Section 11: Place of Meeting.

Special or regular meetings of the board of directors will be held within or without the State of Florida.

Section 12: Notice, Time and Call of Meetings.

Regular meetings of the board of directors will be held without notice on such dates as are designated by the board of directors. Written notice of the time and place of special meetings of the board of directors will be given to each director by personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting.

Neither the business to be transacted nor the purpose of, regular or special meetings of the board of directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Meetings of the board of directors may be called by the chairman of the board, the president of the above named non-profit corporation or any two directors.

Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13: Action without a Meeting.

Any action required to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the board or of the committee. Action taken in accordance herewith is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in accordance herewith has the effect of a meeting vote and may be described as such in any document. Such consent will have the same effect as a unanimous vote.

ARTICLE X OFFICERS (added)

Section 1: Officers.

The officers of the above named non-profit corporation will consist of a president, a vice-president, an executive director, and three directors, each of whom will be elected by the board of directors. The officers of the corporation will be appointed annually by the board of directors of the corporation at the annual meeting of directors. It is hereby provided that the officers who are appointed either in the Articles of incorporation or at the organization meeting shall serve until the first annual meeting of directors. A duly appointed officer may appoint one or more officers or assistant officers. It is hereby provided that the same individual may simultaneously hold more than one office in the corporation.

Section 2: Duties.

The officers of the above named non-profit corporation will have the following duties:

The president will be the chief executive officer of the above named non-profit corporation, who generally and actively manages the business and affairs of the above named non-profit corporation subject to the directions of the board of directors. Said officer will preside at all meetings of the members and board of directors.

The vice-president will, in the event of the absence or inability of the president to exercise his office, become acting president of the organization with all the rights privileges and powers as if said person had been duly elected president.

The executive director will have custody of, and maintain all of the corporate records. Furthermore, said person will record the Minutes of all meetings of the members and board of directors, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the above named non-profit corporation

The executive director also shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.

The only function and duty of the three directors mentioned in Section 1 above, consist of attending the board of directors' meetings, called for from time to time, in order to have the required quorum and majority, and will only be responsible for voting on any of the issues requiring a decision by the said corporate body

The president and the executive director are the only officers authorized by the board of directors to manage the funds and resources of the Corporation. Therefore, both, the president and the executive director are, without any exception, the only officers of the Corporation accountable and responsible for the use of said funds and resources

Section 3: Removal and Resignation of Officers.

An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the board of directors

Any officer may resign at any time by delivering notice to the above named non-profit corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

ARTICLE XI MEMBERSHIP CERTIFICATES (added)

Section 1: Membership Certificates.

The corporation may issue certificates in any form evidencing membership in the corporation

Section 2: Issuance.

In the event that the corporation issues certificates for members, then and in that event, every member shall receive a certificate reflecting such membership in this non-profit corporation.

Section 3: Form.

Membership certificates in the above named non-profit corporation will be signed by the president or vice-president and the secretary or an assistant secretary and will be sealed with the seal of the above named non-profit corporation.

Section 4: Transfer of Membership.

Membership rights in this non-profit corporation are not transferable except as otherwise provided under this Florida law. If so transferable, the non-profit corporation will register a membership certificate presented for transfer if the transfer is made in accordance with Florida law and if said certificate is properly endorsed by the member of record or by the member's duly authorized agent.

Section 5: Lost, Stolen, or Destroyed Certificates.

If a member claims that a membership certificate reflecting such member's interest in this non-profit corporation has been lost or destroyed, a new membership certificate will be issued to such member provided that said members presents an affidavit claiming the certificate to be lost, stolen or destroyed. At the discretion of the board of directors, said member may be required to provide further assurance or further security as a condition to the reassurance of said membership certificate.

ARTICLE XII BOOKS AND RECORDS (added)**Section 1: Corporate Records.**

The corporation shall keep as records Minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation. Furthermore, the corporation will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

- (i) Accurate accounting records;
- (ii) A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members;
- (iii) A copy of the corporation's articles or restated articles of incorporation and all amendments thereto currently in effect;
- (iv) A copy of the corporation's Bylaws or restated Bylaws and all amendments thereto currently in effect;
- (v) Minutes of all members' meetings and records of all action taken by members without a meeting for the past three years;
- (vi) Written communications to all members generally or all members of a class within the past 3 years, including the financial statements furnished for the past 3 years;
- (vii) A list of the names and Business Street, or home if there is no business street addresses of current directors and officers;
- (viii) The most recent annual report delivered to the Department of State; and
- (iv) A membership book containing in alphabetical order, the name and address of each member.

Section 2: Records Inspection by Members.

A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office any of the records of the corporation if he gives the corporation written notice

of such demand at least 5 business days before the date on which such member wishes to inspect and copy. A member of the corporation is entitled to inspect and copy during regular business hours at a reasonable location specified by the corporation, any of the records hereinafter set forth of the corporation if

- (i) The member gives the corporation written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy; and
- (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to

such person's interest as a member); and

(iii) The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:

(a) Excerpts from Minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, Minutes of any meeting of the members, and records of action taken by the members or board of directors without a meeting to the extent not otherwise subject to inspection;

(b) Accounting records of the corporation;

(c) Record of members;

(d) Any other books and records.

The foregoing inspection rights may be exercised by a member, member's agent or member's attorney it is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida law. If requested by a member, the corporation will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

Section 3: Financial Reports for Members.

Within 60 days following the end of the fiscal or calendar year or annually, the board of directors of the corporation shall mail or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of expenses by accounts and expense classification.

ARTICLE XIII - EMERGENCY POWERS AND EMERGENCY BYLAWS (added)

The board of directors of the corporation may adopt Bylaws to be effective only in an emergency. An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. The emergency Bylaws may make all provisions necessary for managing the corporation during an emergency, including procedures for calling a meeting of the board of directors, quorum requirements for the meeting, and designation of additional of substitute director (s). The board of directors, either before or during any such emergency may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends. Actions taken by the corporation in good faith in accordance with the emergency bylaw have the effect of binding the corporation and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency Bylaws otherwise provide, it is hereby provided that:

(i) Notice of a meeting of the board of directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner, including by publication and radio;

(ii) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and

(iii) The director or directors in attendance at a meeting or any greater number affixed by the emergency Bylaws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the corporation bind the corporation and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency Bylaw is only liable for willful misconduct.

ARTICLE XIV - DISTRIBUTION AND COMPENSATION (added)

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes consistent with these Articles, which are selected by the Board of Directors.

The Corporation shall have no capital stock and shall pay no dividends to its Incorporators, Directors, Officers or Members. In addition, no part of the income of the Corporation shall inure to the benefit of, or be distributed to its Members, Directors, Officers or Incorporators; provided that the Corporation may pay compensation for reasonable services rendered and may confer benefits upon its members in conformity with its purposes.

No part of the net income or funds of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of section 501 © (3) purposes. 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 or in opposition to any candidate for public office.

ARTICLE XV DURATION (added)

This Corporation shall have perpetual existence. IRS Corporate existence will commence on the date of the filing of these articles with the Florida Department of State.

In case of the Corporation's dissolution or liquidation, all assets acquired during its existence as a non-profit organization, must be donated to another non-profit organization. Such assets may not, in any event, be sold or given in any form or way to persons or entities that are not involved or engaged in the proper activities of an existing non-profit organization in accordance with the laws of the State of Florida.

ARTICLE XVI NO PERSONAL LIABILITY (added)

Members, directors and officers of the Corporation shall not be personally liable for the payment or any debt or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors or officers be subject to the payment of debts or obligations of the Corporation to any extent whatsoever

ARTICLE XVII - CORPORATE SEAL (added)

The board of directors will provide a corporate seal which will be in circular form embossing in nature and stating "Corporate Seal", "Florida", year of above named incorporation and name of said above named non-profit corporation.

ARTICLE XVIII – AMENDMENT (added)

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority vote of the full board of directors.

The date of adoption of the amendment(s) was: April 27, 2005

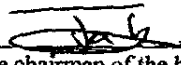
Effective date if applicable: April 27, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 26th day of April, 2005.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jadir Hernandez

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35