

N05000005916

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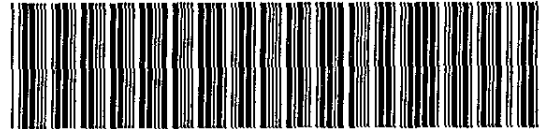
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B. McKnight OCT 14 2005

Immigration Help Center, Inc.
3067 Forest Hill Blvd., West Palm Beach, FL 33406 (561)236-1405

September 16, 2005

Department of State
Division of Corporations
Amendments Section
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment

Enclosed is the Articles of Amendment to the Articles of
Incorporation of Immigration Help Center, Inc., Document No.
N05000005916.

The Corporation has amended:

Article 5 - Officers.

The Corporation has added:

Article 17 - Supported Organizations
Article 18 - Conflict of Interest Policy

Enclosed is a check in the amount of \$35.00 to cover the filing
fee.

Thank you.

Sincerely;



Angel Ponce De Leon, President

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
IMMIGRATION HELP CENTER, INC.

The undersigned directors certify that they constitute a majority of the Board of Directors of Immigration Help Center, Inc., formed pursuant to the provisions of the laws of the State of Florida, and that pursuant to the provisions of section 607.1006, Florida Statutes, this Florida non profit corporation adopts the following Articles of Amendment to the Articles of Incorporation of said Corporation:

FIRST:

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Angel Luis Ponce De Leon

Vice President:

Secretary: Esperanza Lizcano

Treasurer: Fabian G. Sanchez

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SECOND:

ARTICLE 17 - SUPPORTED ORGANIZATIONS

The Corporation shall provide support to the following charitable organizations:

- 1.) Lake Worth Counseling Center LLC
Document Number L03000011338
FEIN 33-1044791
416 N Dixie Hwy
Lake Worth, FL 33460
- 2.) Centro Cultural Latinoamericano, Inc.
Document Number N94000002229
FEIN 65-0579660
3405 Forest Hill Blvd
West Palm Beach, FL 33406

THIRD:

Amendment 18 - CONFLICT OF INTEREST POLICY

Section I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is

contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall

leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose,

b. If, after hearing the members response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or

possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable,

based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

THEREBY:

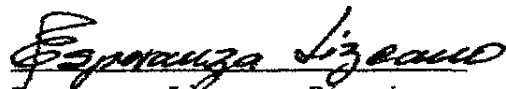
These Amendments were adopted 16 September, 2005.

These amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 16th day of September, 2005.



Angel Luis Ponce De Leon, Director



Esperanza Lizcano, Director

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