

ND6000005884

Herlana F. Gutierrez

(Requestor's Name)

19500 West Saint Andrews Drive

(Address)

(Address)

Miami, FL 33015

(City/State/Zip/Phone #)

☐

PICK-UP

☒

WAIT

☐

MAIL

(Business Entity Name)

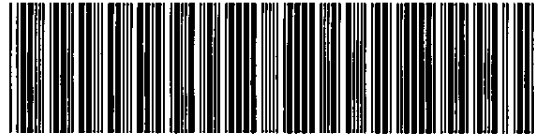
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BOLIVIAN AMERICAN FOUNDATION INCORPORATED.

DOCUMENT NUMBER: N06000005884

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

Please return all correspondence concerning this matter to the following:

HERLAND F. GUTIERREZ

(Name of Contact Person)

BOLIBIAN AMERICAN FOUNDATION INCORPORATED

(Firm/ Company)

19500 WEST SAINT ANDREW DRIVE

(Address)

MIAMI, FL. 33015.

(City/ State and Zip Code)

For further information concerning this matter, please call:

HERLAND F. GUTIERREZ

(Name of Contact Person)

at (305) 542-8728

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 17, 2007

Herland F. Gutierrez
19500 West Saint Andrews Drive
Miami, FL 33015

SUBJECT: BOLIVIAN AMERICAN FOUNDATION INCORPORATED
Ref. Number: N06000005884

We have received your document for BOLIVIAN AMERICAN FOUNDATION INCORPORATED and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 107A00003842

Articles of Amendment
to
Articles of Incorporation
of

BOLIVIAN AMERICAN FOUNDATION INCORPORATED

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

N06000005884

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(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)**

ON THE DATE OF DECEMBER 7th OF 2006, THE BOARD OF DIRECTORS

ADOPTED THE FOLLOWING AMENDMENTS (additions of articles) TO

THE ORIGINAL ARTICLES OF INCORPORATION WHICH, IT IS READ AS

FOLLOW:

"SEE ATTACHMENT"

IN WITNESS OF THE FOREGOING AMENDMENTS THE PRESIDENT OF THE

CORPORATION SIGNS THE PRESENT DOCUMENT IN THE BOTTOM OF THIS

DOCUMENT.

(Attach additional pages if necessary)
(continued)

FILED
07 JAN 31 PM 2:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

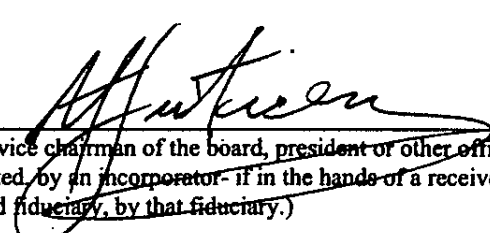
The date of adoption of the amendment(s) was: 12/7/06

Effective date if applicable: 12/7/06
(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.

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.)

HERLAND F. GUTIERREZ

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

ATTACHMENT
(AMENDMENTS ADOPTED)
OF

BOLIVIAN AMERICAN FOUNDATION INCORPORATED
(A Florida Non-Profit Organization)

ARTICLE VI

BOLIVIAN AMERICAN FOUNDATION INCORPORATED, is organized exclusively for Charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations Under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII

No part of the earnings of the organization or its properties shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII

The Corporation shall never have less than four Directors no more than fifteen directors. The directors are elected at the annual meetings.

ARTICLE IX

BOARD OF DIRECTORS: the powers of this corporation shall be exercised; its properties controlled and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be four, provided, however, that such number may be changed by a bylaws duly adopted by the corporation.

The directors named in Article VIII shall hold office until such time as an election of directors shall be held.

Directors elected at the first annual meeting, shall serve for the term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office.

CORPORATE OFFICERS: The Board of Directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the board of directors.

ARTICLE X

Upon the dissolution or liquidation of this corporation, its assets remaining after payment of or providing for all liabilities, contingent or otherwise, will be disposed or distributed exclusively not for profit purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue Law, in accordance with the decision of the board of Directors of this Corporation. Any assets not so disposed of or distributed by the Board of Directors, or the proper court with jurisdiction, will be disposed or distributed exclusively to such organization (s) to be determined by the court, which are organized and operated exclusively for such purposes.

ARTICLE XI

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who heretofore has served or shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or officer or director is liable for willful misconduct in the performance of his duties.

The Board of Directors is hereby authorized to obtain directors and officers liability insurance covering acts heretofore and hereafter occurring and to pay for same from funds of the corporation.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE XII

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII

In order to provide any and all of the services set out above, the corporation shall have the power:

- a) To apply for an obtain any and all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the corporation.
- b) To buy or other wise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect to such real or personal and to dispose of it as may be required.
- c) To manage, supervise, operate, control, lease, and sublease offices, office buildings, and all other kinds and character of poverty of every nature whatsoever.
- d) To purchase, or otherwise acquire, and to own and mortgage, pledge, assign and transfer or otherwise dispose of, and to invent, trade, deal with goods, wares, and other personal property of every class and description whatsoever.
- e) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

- f) To have one or more offices within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

It is the intention that each of the purposes, and powers specified in each of the paragraphs of this Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be constructed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes herein shall not be deemed to exclude or in any way limit by inference any powers or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE XIV

Membership in BOLIVIAN AMERICAN FOUNDATION INCORPORATED, is to open to any person or group of persons of any race, color or language who desire to promote the purposes of Bolivian American Foundation Incorporated, as enumerated in Article III. (There is not admission cost to become a member of BAFI).

ARTICLE XV

Each member shall have the privilege of voting (one vote) on any matter at the annual board meeting; it shall also receive general membership mailings.

ARTICLE XVI

This corporation is authorized to operate without stock as per the Laws of Florida State.

ARTICLE XVII

The existence of the corporation is to be perpetual.

ARTICLE XVIII

This corporation shall be conducted by a Board of Directors, which shall consist of not less than four (4) nor more than fifteen (15). The number of directors may be changed from time to time through by-Laws, but shall never be less than four (4). Directors shall hold their annual and special meetings as the by-Laws may provide and may have one or more offices, within or outside the State of Florida. The manner in which the directors are to be appointed shall be stated in the By-Laws.

Given in this 7th day of December of 2006 at Miami Date, State of Florida, United States of America.