

NO70000003960

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

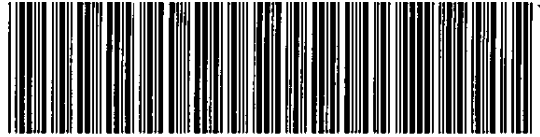
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09/28/09--01033--008 **43.75

Amend

FILED
OCT 19 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts OCT 11/19/2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2009

RECEIVED
2009 OCT 1 10 00
FLORIDA
NAYARI BRICENO
BW&T BUSINESS ADVISERS, IC.
9050 PINES BLVD, STE 450
PEMBROKE PINES, FL 33024

SUBJECT: LATIN AMERICAN FOUNDATION FOR DEMOCRACY, CORP.
Ref. Number: N07000003960

*See Correction
attach and
Kudly Reply.*

We have received your document for LATIN AMERICAN FOUNDATION FOR DEMOCRACY, CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2009 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$150.00 filing fee per year for each year the corporation has been dissolved.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2009 Annual Report and Supplemental Fee.

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) 245-6892.

Tina Roberts

Regulatory Specialist II

Letter Number: 509A00031917

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Latin American Foundation For Democracy ,Corp.

DOCUMENT NUMBER: N07000003960

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

Please return all correspondence concerning this matter to the following:

Nayarit Briceno

(Name of Contact Person)

BW&T Business Advisers, Inc

(Firm/ Company)

9050 Pines Boulevard Suite 450

(Address)

Pembroke Pines, FL 33024

(City/ State and Zip Code)

accountingbwtba@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nayarit Briceno

(Name of Contact Person)

at (954) 443-1594

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

Latin American Foundation For Democracy, Corp.

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

N07000003960

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

2450 NE Miami Garden Dr.

Second Floor

North Miami Beach, FL 33180

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

9050 Pines Boulevard

Suite 450

Pembroke Pines, FL 33024

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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09 OCT 19 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: 01/01/09

(date of adoption is required)

Effective date if applicable: 09/25/09

(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(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 09/25/09

Signature by Noel Fincheltub

(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)

Noel Fincheltub

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
LATIN AMERICAN FOUNDATION FOR DEMOCRACY, CORP.
(a not-for-profit corporation)**

ARTICLE ONE

NAME

The name of this corporation is: LATIN AMERICAN FOUNDATION FOR DEMOCRACY, CORP.

ARTICLE TWO

STATEMENT OF CORPORATE NATURE

This is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE

PURPOSES

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501c(3) of the Internal Revenue Code of 1986 and its Regulations from time to time, or the corresponding provisions of any future applicable United States revenue law ("Code"), subject to the limitations expressed in Article VII below, primarily to foster, promote and defend democracy and liberty, with emphasis in the protection of rights consecrated in the Universal Declaration of Human Rights promulgated by the United States Nations on December 10, 1948, as well as to be active against discrimination, totalitarian states and dictatorships, and to propitiate independent entrepreneurship, in Venezuela, other nations of Latin America, and in the World at large. "

ARTICLE FOUR

TERM

This corporation was organized as per Articles of Incorporation filed with Florida's Department of State on April 19, 2007 and shall have perpetual existence.

ARTICLE FIVE

MEMBERSHIP

Section 1. Members. The members of the corporation shall be ex-officio the persons who from time to time are in office as members of the Board of Directors of the Corporation. Each member of the Corporation shall be entitled to (1) VOTE.

Section 2. Associate Members. Interested persons other than those referred in Section 1, and who are approved by the Board of Directors at its discretion, may be accepted for membership in the Corporation on such terms as the Board of Directors at its discretion may deem pertinent. The Board of Directors may designate more than one class of Associate members and may freely determine the name under which they are to be called.

Section 3. Honorary Members. Honorary Members of the Corporation may be selected upon the recommendation of the Board of Directors.

ARTICLE SIX

MANAGEMENT

Section 1. Board of Directors. The Board of Directors of the Corporation, designated by its members, shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time shall be provided for in the bylaws of the Corporation.

Section 2. Executive Committee. The Board of Directors, among its members, may appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors except that the Executive Committee shall not have the authority to remove board members of the Board of Directors or fill vacancies therein, amend or repeal prior Board of Director's action without the express consent thereof.

Section 3. Other Committees and Board of Advisors. The Board of Directors, to carry out the purpose of the Corporation, may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), including but not limited to a Board of Advisors, with such authority as the Bylaws may provide from time to time.

ARTICLE SEVEN

OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as many as may be determined by the Board of Directors. The failure to elect any of these officers shall not affect the existence of the Corporation.

ARTICLE EIGHT

GENERAL PROVISIONS

Section 1. Bylaws. The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

Section 2. Power and Authority. Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a corporation not for profit organized in Florida and under all applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried out under section 170c(2) of the Code; or a corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

Section 3. Tax-Exempt Status. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Section 4. Conflict of Interest. No contract or other transaction between the April 19, 2007 Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation is

pecuniarily or otherwise interested in, or is a director or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE AMENDMENTS

Amendments to these Articles shall be made by a majority vote of all Members of the Corporation.

ARTICLE TEN DISSOLUTION

The Corporation may be dissolved by its members following the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all of the assets of the Corporation exclusively in favor of organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under section 501c(3) of the Code, as the Board of Directors shall determine. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is located, shall dispose of such purposes and at the time qualify as an exempt organization or organizations under such section 501©(3), as said court shall determine.

ARTICLE ELEVEN PRINCIPAL OFFICE

The principal office of the Corporation is situated at 2450 North East Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE TWELVE
REGISTERED AGENT**

The registered agent of the Corporation continues to be BW&T
Business Advisers, Inc, whose address is 9050 Pines Blvd., Suite 450, Pembroke Pines,
Florida 33024.

**ARTICLE THIRTEEN
INCORPORATORS**

The name and address of the incorporator was Mr. Noel Fincheltub whose address is
2450 North East, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE FORTEEN
OFFICERS AND DIRECTORS**

The officers and directors of the Corporation are as follows:

Name of the Director	Director's Address
Title: President	
Noel Fincheltub	2450 North East, Second Floor North Miami Beach, Florida 33180.
Title: Vice-President	
Leonard Boord	2450 North East, Second Floor North Miami Beach, Florida 33180.
Title: Treasurer	
Monica Dohnert	2450 North East, Second Floor North Miami Beach, Florida 33180.
Title: Secretary	
Alan Krigsfield	2450 North East, Second Floor North Miami Beach, Florida 33180.

The Board of Directors adopted the foregoing Amendments to the Articles of Incorporation and authorized the President to execute the same this 1st day of October, 2008.

by- Noel Fincheltub

Noel Fincheltub, President