

ND70000004577

FUNDACION SOS

(Requestor's Name)

9914 DEAN Columbia, Ind

(Address)

ORLANDO, FL 32825

(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
JUN 20 PM 3:22

Amend Name
@ 6/20/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 9, 2011

FUNDACION SOS COLOMBIA ORLANDO INC
9914 DEAN COVE LN
ORLANDO, FL 32825

SUBJECT: FUNDACION SOS COLOMBIA ORLANDO INC
Ref. Number: N07000004577

We have received your document for FUNDACION SOS COLOMBIA ORLANDO INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 011A00014092

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FUNDACION SOS COLOMBIA ORLANDO INC

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

N07000004577

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 20 PM 3:22

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:

FUNDACION SOS ORLANDO INC

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**)

9914 DEAN COVE LN

ORLANDO, FL 32825

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

9914 DEAN COVE LN

ORLANDO, FL 32825

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:

LUIS F MAZO

New Registered Office Address:

9914 DEAN COVE LN

(Florida street address)

ORLANDO

(City)

, Florida 32825

(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	ALVARO OCHOA	9322 DORSET DR ORLANDO, FL 32817	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
P	LUIS F MAZO	9914 DEAN COVE LN ORLANDO, FL 32825	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

SEE ATTACHMENT

Amendment
TO
ARTICLES OF THE INCORPORATION

ARTICLE I: NAME

The name of the corporation is **FUNDACION S.O.S ORLANDO INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal street address and mailing address is:

9914 Dean Cove Lane

Orlando, FL 32825.

ARTICLE III: PURPOSE OF THIS CORPORATION

This corporation is organized exclusively for Charitable and Community Services.

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organization. The purpose of the organization is to guide, stimulate and improve the living conditions of the youth population, middle-aged and older senior social community. Fostering equality for all regardless of race, ethnicity, color national origin, ancestry, gender, religion, age, socioeconomic or marital status. The aforementioned idea will aim to promote activities, projects, and donations to groups and / or marginalized or disadvantaged people. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Organization shall have, in furtherance of the aforesaid purposes, all of the powers conferred upon corporations organized pursuant to the provisions of Florida's Nonprofit Corporation Law and the laws governing Fundación SOS Orlando Inc.,

ARTICLE IV: DIRECTORS AND OFFICERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in

governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Title: OFFICERS AND DIRECTORS: ADDRESSES:

• **President:** Luis F Mazo 9914 Dean Cove Lane Orlando, FL 32825.

Vice-President: Hector Alarcon 1436 North Semoran Blvd. Orlando, FL. 32807

Secretary: Piedad I Harris 14635 Water Locust Dr, Orlando, FL. 32828

Treasurer: Alvaro Zapata 3015 Auriga Dr Orlando, FL. 32828

ARTICLE V: REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street Address of the registered agent is:

Luis F. Mazo

9914 Dean Cove Lane Orlando, FL 32825

ARTICLE VI: INCORPORATOR

The name and Address of the Incorporator is:

*Accurate Tax Returns and Accounting Services Inc.
5850 Perimeter Ave., Orlando, FL 32819*

ARTICLE VII: LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation: 1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any

Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Not with standing any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer of this corporation.

ARTICLE VIII: DUTIES OF OFFICERS

The property, affairs, business and concerns of the Foundation shall be managed by a Board of Directors. The Board of Directors consists of ten officers elected by the member: The president, vice president, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer Counselor Reviewer and three Representative of the members. At least three of the five members of the Board of Directors must be three founder's members and two active members of the Association. All Board of Directors members are elected by the member. The Board of Directors shall serve overlapping one years or until a vacancy was provided. The members of the board shall be eligible for reelection. Past Presidents of the Association shall have the right to speak at Board meetings without the right to vote.

The number of The Board of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent officer

The Board of Directors shall have the power and authority:
Managing the Association's property and to regulate and govern its affairs

Determining policies and changes therein

Specifying and reviewing the work of the elected managers of each committee

Developing and implementing a one-year plan that will be renewed and updated annually

Devising and executing measures that in the judgment of the Board of Directors are necessary on furtherance of the policies and objectives of the Foundation.

Amending, altering, or repealing these Bylaws;

Electing, appointing, or removing any director or officer of the corporation;

Amending the Articles of the Incorporation.

Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation approved by active members.

Section - 1 Meetings and Quorum

Regular Meetings of the Board of Directors will be called two times in the month by the President. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the President may from time to time designate. The notification will be by phone, e-mail, letter or personally. The notice needs to specify the purpose of the meeting

All special meetings of the Board of Directors may be called monthly by the President or upon written request by any of the directors. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the President or who request designate. The notification will be by phone, e-mail, letter or personally. The notice needs to specify the purpose of the meeting.

The half plus one of the Board of Director constitute a quorum. All votes and official actions taken by the Board are recorded in the minutes of the Board meeting. If a Board member fails to attend three consecutive Board meetings without proper notification, that member is subject to removal by the Board. Board of Directors and leaders of committee are encouraged to attend all Board meetings

People do not belong to the Board of Director shall not participate in the meetings. Exceptions could occur if they are invited for one member of the Foundation and the cause is accepted by the president or Board of Directors

Any people shall not participate in meetings under the consumption of alcohol or drugs even in places different of the registered office of the Foundation.

Any people shall not to consume alcohol or drugs during meetings even in places different of the registered office of the Foundation.

Section - 2 Vacancies

When a vacancy occurs on the Board of Directors, the same shall be filled without undue delay by the Board of Directors. The appointee shall hold office until the annual meeting of members, at which time an active member shall be elected to serve the remainder of the unexpired term. Should the office of President become vacant, it shall

be filled by the **Vice-President**:. If one or the three founders should give the vacancy, they will be replaced for other or other founders in the same number of the vacancy.

Section - 3 Removal

Any officer of Board of Directors may be removed of your position by vote at any annual or special meeting of members. A member of the Board of Directors shall be removed for vote. It shall be the half plus 1.

Section 4 - Number and Term

The officers shall consist of a The president, vice president, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer Counselor Reviewer and three Vocaes (Representative of the members). They shall hold office for two years or until their successors is elected. The Officers shall participate in the committee, but they shall not be leaders of the committee. The officers shall be elected as provided in ARTICLE IX, Section 1.

Section 5 – Duties

The President.

The President shall preside at all meetings of the Board of Directors and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

The President shall be the principal executive officer of the Association and shall in general supervise all of the affairs of the Foundation and be responsible for the operation of the Foundation

Presides at meetings of the all members and the Boars of Directors

Exercises general supervision over the affairs of the Foundation

Assigns duties to the leaders of the committees

Authorizes expenditures approved by the Board of Director

The President shall execute on behalf of the Association all documents, obligations, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or these Bylaws or by statute to some other officer of the Association..

Represent the Foundation in activities or events approved for the Board.

The President shall share with the Treasurer the right to sign checks and warrants for the withdrawal of Association funds

The President shall perform other duties applicable to the office of President as will be approved by the Foundation.

The President shall be responsible for carrying out the policies and directives adopted or approved by the Board of Directors.

Monitors the finances on a continuing basis

Vice Presidents.

During the absence, death, disability, resigned or destitution of the President, the Vice Presidents shall exercise all the functions of the President.

Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

Assume the presidency for the remainder of the term of the president who resigns, becomes incapacitated.

Vice- President shall keep attention day on day about of activities or duties of the President in case to assume the Presidency

Secretary and Assistant Secretaries.

The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requester

Shall keep minutes of all meetings and distributing these to the officers within ten days.

Shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

Shall keep the member books with all information about of them including home and office addresses and phone numbers

The Secretary shall handle correspondence pertaining to the Foundation, and other special correspondence directed to the president and the members of the Board of Directors.

The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

The Treasurer. And Assistant Treasurer

The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account.

The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation.

Prepares a budget of estimated expenses at the beginning of the year

Maintain a checking account for current operations. The Treasurer will arrange for signature cards and other documents required by the bank.

The treasurer shall deposits funds and pays invoices

The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

The Treasurer shall develop detailed year-end report (as of April 30) of all financial transactions, grouping income and expenses for each major activity.

The Treasurer shall develop detailed monthly report (first week of the month) of all financial transactions, grouping income and expenses for each major activity

Completes and signs a year-end report

The Treasurer shall maintain the financial records of the Foundation arrange for an annual audit thereof by an independent agent and, upon request of the Board of Directors, open all records for inspection. The financial records maintained by the Treasurer remain the property of the Foundation.

The Treasurer shall keep a record of the inventory of the Foundation and and she or he shall take care for a good use.

The Assistant Treasurer shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer and at other times may perform such other duties as are directed by the President or the Board of Directors

The Counselor Reviewer

The Counselor Reviewer shall review the bylaws of the Foundation and will give recommendations.

The Counselor Reviewer shall be part of the Board of Directors and have right shall have the right to speak and vote.

The Counselor Reviewer shall keep special attention in the decisions taken for the Board of Directors or Committee and give recommendations

The Counselor Reviewer shall audit financial and Administrative records of the Foundation and give recommendations.

Vocales

Shall represent all member actives and associate that do not belong to the Board of Director

The Vocales shall keep special attention in the decisions taken for the Board of Directors or Committee that it can affect the active or associate member.

The Vocales shall give information about of the decisions, affair or issue to the active or associate member by phone, mail o e-mail.

Special meetings could call by the active member. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the Vocales or who request designate. The notification will be by phone, e-mail, letter or personally. The notice needs to specify the purpose of the meeting. The Vocales are obligated to participate in the meetings

The Vocales shall pay attention to the requirements of the any members (no Board Directors) with respect any information or behavior of the Board Directors or members.

ARTICLE IX: RENNUMERATION

No salary shall be paid directors or any members for their service, but by resolution of the Board of Directors, a sum of expenses shall be allowed if any member attendance any event or business concerning to the Foundation

ARTICLE X: MEMBER CLASSES

The member of the Association shall consist of the following classes: active, associate and honorary.

Section - 1 Definition of Members.

Active: Any person, that subscribes to the purposes and be willing to uphold the rules and by-laws of the Foundation and whose admission will contribute to the corporation's ability to carry out its charitable purposes, shall be eligible for member on approval of the member application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time. An Active member shall be entitled to all rights and privileges of the FOUNDATION, including the right to vote, to serve as a director, and to hold office.

Associate: Any person, including an individual or organization, that subscribes to the purposes and be willing to uphold the rules and by-laws of the Foundation and whose admission will contribute to the corporation's ability to carry out its charitable purposes, shall be eligible for member on approval of the member application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time. **An Associate member shall have no voting or other rights, nor have to be vested with any other rights, powers, privileges or immunities except as specified by the Board of Directors**

Honorary: The Board Directors may from time to time elect persons to be designated as "Honorary members", in recognition of outstanding service to the Foundation. Persons so elected shall have no voting or other rights, nor have to be vested with any other rights, powers, privileges or immunities except as specified by the Board of Directors

Section - 2 Number and Duration of Members.

Number. Active and associate members shall be without restriction as to number. Honorary Member shall be elected in accordance with criteria and in numbers to be determined by the Board of Directors

Duration. The Member could be permanent in the Foundation shall extend from calendar year to calendar year without interruption, unless otherwise terminated in accordance with these By Laws as provided for by ARTICLE III-SECTION 11

Section - 3 Admission to Member.

Applicants for active and associate Member must participate in the Induction meeting. The meeting shall be one time of the month

Member is limited to the Board of Directors selected on a non-discriminatory basis, without regard to race, color, sex, religion, age, disability, national origin, or sexual orientation.

Applicants for active and associate Member shall, prior to acceptance, submit a brief Member application in a form to be determined by the Board of Directors, and shall tender current dues. The application shall include the applicant's address which shall be used for all purposes.

Honorary Member shall be elected in accordance with criteria and in numbers to be determined by the Board of Directors.

The application will be designed by the Board of Directors.

Section - 4 Privileges of Member.

Active members shall be entitled to all rights and privileges of the FOUNDATION under these By Laws, the right to vote, to serve as a Board Director, and to hold office.

Associate members shall be entitled to all rights and privileges of the FOUNDATION under these By Laws, except the right to vote, to serve as a Board Director and to hold office.

Honorary members shall be entitled to all rights and privileges of the FOUNDATION under these By Laws, except the right to vote, to serve as a Board Director and to hold office.

Section - 5 Rights

Active members have the right to attend of the Association's member meetings, use all of its member facilities, and receive all of its regular publications free or at special member rates. They also have the right to take certification examinations, to vote, to hold Association office, and to serve on the Board of Directors and all committees of the Association.

Associate members have all the rights and privileges of active members except the right to vote, to hold office and to serve on the Board of Directors.

Honorary members pay no dues but enjoy all rights and privileges of the active members except the right to vote, to hold Association office, and to serve on the Board of Directors or standing committees

Active, Associate and Honorary members have the right to get and carry the member card

Section - 6 Dues

Dues for Regular Active and Associate Member shall be determined by the Board of Directors.

Honorary Members shall be exempt from the payment of fees

Active and Associate new members joining after May 31st, 2007 shall pay \$20.00 for inscription. This fee shall include the first month.

Due of \$ 20.00 is payable the first ten (10) days each calendar month for Active and Associate Member

The amount required for inscription and monthly dues shall be changed by a majority vote of the members at an annual meeting of the full member.

Section - 7 Delinquent Member

A member becomes delinquent 60 days from date dues and/or special assessments are due. The member will be removed from the roster at that time and lose privileges of member

Dues are payable by the first ten (10) days each calendar month. Member is considered lapsed when dues are three months in arrears. All rights and privileges are forfeited during the period of the lapse.

Member shall be terminated when dues are three months in arrears.

Section - 8 Reinstatement

Persons or organizations whose member has been terminated because of nonpayment of dues must file new applications and fees in order to restore their member.

For member lapses up to three months, member dues must be paid before member may be reinstated.

Section - 9 Application for Member

The new applicant shall fill up a form and sign it.

The application shall review by the Board Directors and determinate as the class of member for which the applicant is eligible in accordance with policies and procedures adopted by the Board of Directors

Foundation shall notify all applicants in writing with respect to member application determinations in accordance with policies and procedures adopted by the Board of Directors.

If an applicant is accepted, he or she shall be scheduled for a presentation about of the Foundation

After the presentation the new member shall be pay the fees required for the inscription and the first month.

An applicant who believes that member in the class for which application was made was unjustly denied may appeal in writing to the Board of Directors in accordance with procedures adopted by the Board. The decision of the Board shall be final.

Section - 10 Termination or Suspension of Member

Disciplinary actions, including censure, suspension, or expulsion from member, may be taken for any of the following causes:

Active, Associate and Honorary Members may be terminated by resignation or death of the Member (to include dissolution of the organization in the instance of Affiliated or Subscribing Member).

Active, Associate and Honorary Members may be terminated or suspended for any offense against the best interests of the Foundation

Active, Associate and Honorary Members may be terminated or suspended for any offense against the Code of Ethic of the Foundation

Active, Associate and Honorary Members may be terminated or suspended for no following bylaws of the Foundation

Active, Associate and Honorary Members may be terminated for such cause and in such manner as, in the judgment of at least two thirds of the Board Directors, is in the best interests of the FOUNDATION.

Active, Associate and Honorary Members will terminate automatically if not pay of prescribed monthly dues on or before three current months.

Any member found guilty of improper conduct or of conduct unbecoming, a member may be suspended for a definite period without any rights or privileges in the Foundation, or may be expelled.

Definite and specific charges of misconduct must be in writing, and notice, including a copy of the charges, shall be served upon the member so charged

After investigation by the Board Director or Committee, notice of the findings and, if the charges are sustained, the recommended penalty, shall be communicated to the member and to each Board Director of the Foundation through the Secretary, and the Board of Directors shall make a final decision on the matter at its next regular meeting

Appeal of the recommendation shall be made to the Board of Directors through the Secretary within 30 days of receipt of the recommendation

All data pertaining to expulsion proceedings shall be preserved for five years following expulsion

In the event of a dispute between Member and Foundation, or for any other reason determined in the Foundation's discretion, The Foundation may redeem a Member's member by pay the Member dues.

Section - 11 Resignation from Member.

A Member may resign from the Foundation at any time by giving written notice to the Secretary. Such resignation will be effective thirty (30) days following the date the resignation is received by Secretary. A Member's dues obligation ceases upon the effective date of the resignation.

Section - 12 Transfer.

All membership are not-transferable and no Member may sell, transfer, assign, pledge, hypothecate or otherwise encumber a member, whether voluntary or involuntary. Any such action shall be of no force or effect

ARTICLE XI: CODE OF ETHIC

Members of the Board of Directors of the Foundation S.O.S. Colombia Orlando are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of the Foundation S.O.S. Colombia Orlando. All members of the Foundation must accept this code as a minimum guideline for ethical conduct

Section - 1 Responsibility

Faithfully abide by the Articles of Incorporation and policies of Foundation S.O.S. Colombia Orlando

Exercise reasonable care, good faith and due diligence in organizational affairs.

Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.

Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.

Decisions of the Board or Committee whether unanimous or by a majority must be accepted as a decision of the Committee and Board and binding on all Members.

A Member should observe the rules of the meeting

Get the Id of the Foundation.

Take care of the property, affairs, business and concerns of the Foundation

Any member shall not participate in any political activity in behalf of the foundation

Member follows these bylaws

Any member shall not use the donations for personal use

Professional Excellence

Maintain a professional level of courtesy, respect, and objectivity in all Foundation S.O.S. Colombia Orlando activities and meetings

Try hard to uphold those practices and assist other Foundation S.O.S. Colombia Orlando members of the board in upholding the highest standards of conduct

Section - 2 Personal Gain

Exercise the powers invested for the good of all members of the organization rather than for his or her personal benefit, or that of the nonprofit they represent.

Gifts and hospitality by others should be accepted with caution. Offers of financial reward should obviously be reported to the Secretary and the President.

The rules relating to expenses and allowances must be strictly observed. Incorrect expenditure not authorized by the Board of Directors may be surcharged to the individual members

Equal Opportunity

Ensure the right of all association members to appropriate and effective services without discrimination on the basis of geography, political, religious, or socio-economical characteristics of the state or region represented.

Ensure the right of all association members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

Section - 3 Confidential Information

Respect the confidentiality of sensitive information known of the Foundation

Member must know that Board of Director, Committee, Sub-Committee information and misunderstood in the Foundation are private and confidential..

Section - 4 Collaboration and Cooperation

Respect the diversity of opinions as expressed or acted upon by the Foundation S.O.S. Colombia Orlando board, committees and member, and formally register dissent as appropriate.

Promote collaboration, cooperation, and partnership among association members.

Contribute ideas and suggestions which might further the Foundation purpose

ARTICLE XII: MEMBER MEETING

Monthly meetings are held at the date; time and place are designated by the Board of Directors or President and publicized to the member. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the President or who request designate. The notification will be by phone, e-mail, letter or personally. The notice needs to specify the purpose of the meeting.

A meeting can be cancelled by the Board of Directors or President if the date conflicts with other events; the member must be notified of the cancellation at least 3 days in advance.

Special meetings are called by the Board of Directors or President. Such meetings shall be held at the registered office of the Foundation or at such other place or places as the President or who request designate. The notification will be by phone, e-mail, letter or personally. The notice needs to specify the purpose of the meeting.

All meetings shall be conducted in accordance with President Rules of order.

The half plus one of the active members constitute a quorum. All votes and official actions taken by the members are recorded in the minutes of the members meeting. If a member fails to attend three consecutive meetings without proper notification, that member is subject disciplinary action in accordance with these By Laws as provided for by ARTICLE VI-SECTION 10. Board of Directors and leaders of committee are encouraged to attend all member meetings

Any people shall not to participate in meetings under the consumption of alcohol or drugs even in places different of the registered office of the Foundation.

Any people shall not to consume alcohol or drugs during meetings even in places different of the registered office of the Foundation.

Annual Meeting

The annual meeting shall be held each year, at time and place as the Board of Directors shall designate by written notice.

ARTICLE XII: FISCAL YEAR

The corporation's fiscal year shall be from January, 1st through December, 31st

ARTICLE XIV: DEPOSITORIES

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE XV: SEAL

The corporate seal of the corporation shall adopted by resolution of the Board of Directors or by usage of the officers on behalf of the corporation.

ARTICLE XVI: LOAN AND EXPENSES

No loans shall be made by the corporation to any director.

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by majority vote of the active member.

Any expense shall be approved for the Treasurer and the President or Vice-president for the maximum quantity of the \$ 200. After this amount shall be approved by Board of Directors

ARTICLE XVII: DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets should be transferred or conveyed to one or more domestic or foreign corporations, trust, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation.

ARTICLE XVIII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors and members.

ARTICLE XIX: AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation. The Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration,

amendment, or repeal shall first have received the approval of half plus one of Board of directors.

ARTICLE XX: CONFLICTING INTEREST TRANSACTIONS

1. The "Conflicting interest" means the interest an officer has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

(1) One officer knows at the time the corporation takes action that the officer or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the officer 's judgment if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the officer knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the officer 's judgment if the officer were called upon to vote on the transaction:

A) An entity of which the officer is a director, general partner, agent or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, or employer of the officer.

2. "Officer 's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which an officer of the corporation has a conflicting interest.

(c) "Qualified officer" means any officer who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second officer who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first officer 's judgment when voting on the transaction.

(d) "Related person" of an officer means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the officer, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

2) A trust, estate, incompetent, conservative, or minor of which the director is a fiduciary.

(e) "Required disclosure" means disclosure by the officer who has a conflicting interest of:

1) The existence and nature of the officer's conflicting interest; and

(2) All facts known to the officer respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

Officer's Action.

(a) Majority Vote. Officers' action respecting a officer's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified officers who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

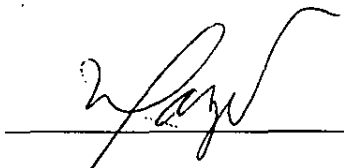
(b) Officer's Disclosure. If a officer has a conflicting interest respecting a transaction, but neither the officer nor a related person of the officer is a party to the transaction, and if the officer has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that officer from making the disclosure described in Paragraph 9.1(e), then disclosure is sufficient if the officer:

(1) Discloses to the officers voting on the transaction the existence and nature of the officer's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(2) Plays no part, directly or indirectly in their deliberations or vote.

(c) Quorum. A majority (but no fewer than two) of the qualified officers constitutes a quorum for purposes of action that comply with this Article. Officers' action that otherwise complies with this Article is not affected by the presence or vote of a officer who is not a qualified officer.

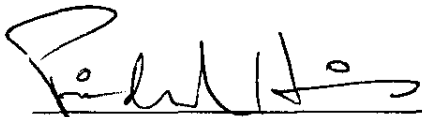
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

3-16-11

Date



Signature/

Secretary

3-21-11

Date

The date of each amendment(s) adoption: _____

3.16.11
(date of adoption is required)

Effective date if applicable: _____

(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 3.16.11

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)

PRESIDENT

(Typed or printed name of person signing)

LUIS F MAZO

(Title of person signing)