

NO7000011986

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(Address)

(City/State/Zip/Phone #)

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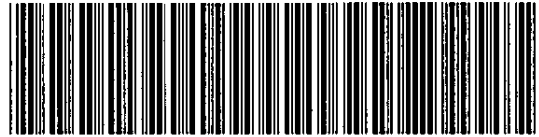
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Amend

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 11 PM 2:11

3 Roberts JUN 11 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROYECTO AMERICA, INC.

DOCUMENT NUMBER: N07000011986

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

Please return all correspondence concerning this matter to the following:

MELVIN G. CORREDOR

(Name of Contact Person)

PROYECTO AMERICA, INC.

(Firm/ Company)

200 SWAIN BLVD.

(Address)

GREENACRES, FL 33463

(City/ State and Zip Code)

MELVIN@PROYECTOAMERICA.NET

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

For further information concerning this matter, please call:

MELVIN CORREDOR

(Name of Contact Person)

at (561) 762-3129

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 11 PM 2:11

PROYECTO AMERICA, INC.

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

N07000011986

(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:

N/A

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)

N/A

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

N/A

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:

MELVIN G. CORREDOR

New Registered Office Address:

200 SWAIN BLVD.

(Florida street address)

GREENACRES

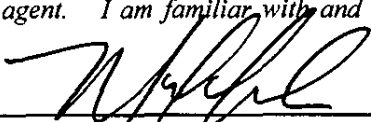
(City)

Florida 33463

(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

(Attach additional sheets, if necessary)

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

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

NEW FULLY AMENDED ARTICLES OF INCORPORATION ATTACHED. PLEASE

DELETE ALL ARTICLES ON EXISTING ARTICLES OF INCORPORATION ON FILE

AND REPLACE WITH THE ATTACHED NEW ARTICLES OF INCORPORATION.

The date of each amendment(s) adoption: MAY 31, 2009

Effective date if applicable: MAY 31, 2009
(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 MAY 31, 2009

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)

LEONARDO G. FERNANDEZ

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLES OF *AMENDMENT*

OF

PROYECTO AMERICA, INC.

The undersigned for the purpose of forming a Not For Profit Corporation under the Florida Not For Profit Corporation Act, *Chapter 617, Florida Statutes*, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be PROYECTO AMERICA, INC.

ARTICLE II

The principal place of business address of the corporation is as follows:

200 SWAIN BLVD.
GREENACRES, FL 33463

The mailing address of corporations is as follows:

200 SWAIN BLVD.
GREENACRES, FL 33463

ARTICLE III

The purposes for which this corporation is organized are as follows:

- A. To conduct humanitarian services and to assist in improving the moral and social conditions of humanity, 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 of 1954 (or corresponding provisions of any future United States internal revenue laws).

B. To promote charitable, humanitarian and educational projects which will result in the relief of the poor, distressed and underprivileged and in the promotion of the welfare of the whole person, socially, spiritually and educationally, in the United States and in undeveloped sectors of the world.

C. To cooperate with other persons and organizations engaged in similar or complementary programs.

D. In furtherance of the foregoing general purposes:

1. To acquire by gift, devise, purchase, exchange or other means, to improve and develop, and to manage and operate such funds and real and personal property as may be expedient or desirable for use in conjunction with the charitable purposes of the corporation.
2. To receive gifts, bequests, grants, devises and donations which may be made to it from time to time in furtherance of its charitable purposes.
3. To sell, lease, exchange or otherwise dispose of its real and personal property as may be necessary and expedient from time to time to further its charitable purposes and to operate such facilities as it may maintain.
4. To invest and reinvest such of its assets as shall not be directly employed in carrying out its charitable purposes in such notes, bonds, stocks and securities, mortgages, leases, and other investments, real, personal and mixed, as may be consistent with the charitable purposes.

5. To do all such acts as may be desirable in pursuit of its charitable, religious and educational purposes, not prohibited by law and not requiring a special chapter.

ARTICLE IV:

This Not For Profit Corporation shall have perpetual existence.

ARTICLE V:

The affairs of PROYECTO AMERICA, INC. shall be managed by a Board of Directors consisting of at least one person. Board members shall be appointed and/or elected as stated in the By-Laws of PROYECTO AMERICA, INC.

ARTICLE VI:

It is intended that the corporation shall be a charitable organization which is exempt from taxation and donations to which are deductible for income and estate tax purposes under the provisions of the Internal Revenue Code of 1954, as amended, and corresponding provisions of the subsequent revenue laws. Further it is intended that the corporation shall be so organized, operated and funded that it will be treated as a private foundation under the provisions of the Internal Revenue Code of 1954, as amended.

In any event, however, anything herein or in the by-laws or any other document to the contrary notwithstanding, the corporation shall take no action which would have the effect of disqualifying the corporation as a tax-exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under corresponding provisions of the

subsequent revenue laws. Specifically, but without limiting the foregoing general prohibitions, the following mandatory provisions shall apply:

- A. No part of the net assets or earning of the corporation shall inure to the benefit of any private individual, firm or corporation.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- C. The corporation shall not intervene in any political campaign on behalf of any candidate for public office.
- D. The income and/or principal of the corporation shall be distributed in such manner and at such times as not to subject the corporation to taxes on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended.
- E. The corporation shall not engage in or permit any act of self-dealing, as such term is defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended.
- F. The corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended.
- G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, beyond periods permitted therein for disposition of such excess business holdings.
- H. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

The corporation shall not carry on any activity which is not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code of 1954, as amended, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or in either case under corresponding provisions of any subsequent Internal Revenue laws.

ARTICLE VII:

The name and Florida street address of the registered agent is as follows:

MELVIN G. CORREDOR
200 SWAIN BLVD.
GREENACRES, FL 33463

REGISTERED AGENT ACCEPTANCE:

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that is familiar with, and accepts the obligations provided for in §617.0501, *Florida Statutes*.



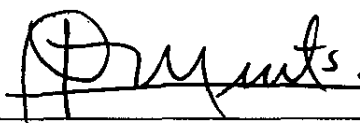
MELVIN G. CORREDOR

ARTICLE VIII:

The name and Florida street address of the incorporator is as follows:

JOSE M. MONTAS
200 SWAIN BLVD.
GREENACRES, FL 33463

INCORPORATOR SIGNATURE:



JOSE M. MONTAS

ARTICLE IX:

The names and address of the Initial Directors who shall hold office until their successors are appointed or elected, or until removed, are as follows:

TITLE: P
LEONARDO G. FERNANDEZ
200 SWAIN BLVD.
GREENACRES, FL 33463

TITLE: VP
JOSE M. MONTAS
200 SWAIN BLVD.
GREENACRES, FL 33463

TITLE: TR
FRANKLIN O. DIAZ
200 SWAIN BLVD.
GREENACRES, FL 33463

TITLE: SC
JOSE A. VICENTE
200 SWAIN BLVD.
GREENACRES, FL 33463

TITLE: MB
MELVIN G. CORREDOR
200 SWAIN BLVD.
GREENACRES, FL 33463

TITLE: MB
SOLIMAN MARTINEZ
200 SWAIN BLVD.
GREENACRES, FL 33463

ARTICLE X:

It is intended that the corporation shall be permanently maintained and operated in pursuance of its charitable purposes. However, in the event of the dissolution and/or litigation of the corporation, all of its net assets shall be delivered to one or more such tax exempt charitable, literary, cultural, educational or religious organization(s) as shall in the judgment of the directors be most likely to fulfill the purposes of the corporation, provided in any event such organization(s) shall be so organized and operated as to be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of subsequent revenue laws.

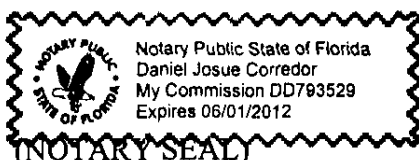
IN WITNESS WHEREOF, the undersigned Officer has executed these amended Articles of Incorporation in the State of Florida, on this 30th day of May 2009.

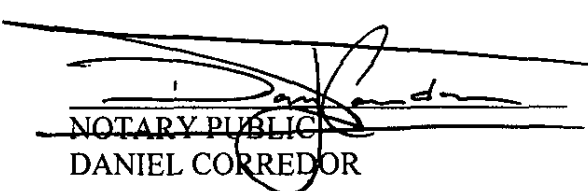

LEONARDO G. FERNANDEZ
PRESIDENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

THIS IS TO CERTIFY that on the 30th day of May, 2009, personally appeared before me LEONARDO G. FERNANDEZ, who, being by me first duly sworn, deposes and says that he signed the foregoing Articles of Incorporation in the capacity indicated and that the statements therein contained are true and correct.




NOTARY PUBLIC
DANIEL CORREDOR