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INTERAMERICAN INSTITUTE FOR DEMOCRACY, INC.

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**INTERAMERICAN INSTITUTE FOR DEMOCRACY, INC.**

**f/k/a**

**INTERAMERICAN DEMOCRATIC INSTITUTE, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this Corporation is: INTERAMERICAN INSTITUTE FOR DEMOCRACY, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the initial principal office is:

701 SW 27<sup>th</sup> Avenue, Suite 605, Miami, FL 33135

The mailing address of this Corporation is:

701 SW 27<sup>th</sup> Avenue, Suite 605, Miami, FL 33135

**ARTICLE III: PURPOSE**

The purpose of the Corporation is to act as an entity to inform, educate, disseminate, and defend Democracy and Liberty in Latin-America, and analyze, study the development of those factors in Latin American countries as well as the dynamics of their perception and tendency related to the United States, and otherwise exercise powers which a corporation not for profit may legally exercise under the laws of the State of Florida.

**ARTICLE IV: ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

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**ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Corporation is:

David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

**ARTICLE VI: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

**ARTICLE VII: OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

Carlos Berzain

Vice President:

Martin Lucio Galarce

Secretary:

Alvaro Roberto Iriarte

Address:

13277 SW 59<sup>th</sup> Avenue  
Pinecrest, FL 33166

661 NE 195<sup>th</sup> Street, Apt. #208  
Miami, FL 33179

415 NW 85<sup>th</sup> Place, Apt. #04  
Miami, FL 33126

**ARTICLE VIII: DIRECTORS**

The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Carlos Berzain	13277 SW 59 <sup>th</sup> Avenue Pinecrest, FL 33156
Jose Alexis Ortiz Bravo	9561 Fountainebleau Blvd., Apt. 308 Miami, FL 33172
Armando Valladares	10897 SW 152 <sup>nd</sup> Place Miami, FL 33196
Martin Lucio Galarce	661 NE 195 <sup>th</sup> Street, Apt. #208 Miami, FL 33179
Alvaro Roberto Iriarte	415 NW 85 <sup>th</sup> Place, Apt. #04 Miami, FL 33126
Javier Manrique	2529 Montclair Circle Weston, FL 33327
Roberto Eduardo Macho	15000 SW 42 <sup>nd</sup> Terr. Miami, FL 33185
Mauricio Viladegut	575 Crandon Blvd., Apt. #312 Key Biscayne, FL 33139

### **ARTICLE IX: DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1),(2) or (3).

### **ARTICLE X: 501(c)(3) SPECIFIC PROVISIONS**

Said Corporation is organized exclusively for charitable, religious, educational and/or scientific 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 the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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

### **ARTICLE XI: GENERAL PROVISIONS**

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising

out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### EXECUTION AND CERTIFICATE OF APPROVAL

These Amended and Restated Articles of Incorporation shall be effective as of the 20th day of August, 2008, have been adopted by the Board of Directors, and do not contain any amendments requiring member approval.

  
\_\_\_\_\_  
David E. Sacks, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

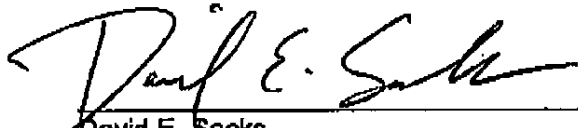
The Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: INTERAMERICAN INSTITUTE FOR DEMOCRACY, INC.

2. The name and address of the registered agent is:

David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
David E. Sacks

Dated as of: August 20, 2008