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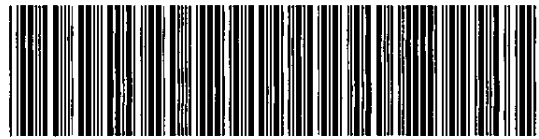
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. Roberts JUN 29 2009

Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

June 26, 2009

Secretary of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: *Amendment Articles - ORGANIZATION OF NEMATOLOGISTS OF
TROPICAL AMERICA FL, INC*

Enclosed please find an original Articles of Amendment to Articles of Incorporation and a copy for ORGANIZATION OF NEMATOLOGISTS OF TROPICAL AMERICA FL, INC . Also enclosed is my check in the amount of \$52. 50 for filing fees, certificate of status and a certified copy of the Articles as amended.

Please file the amendment and forward a Certificate of Status and a Certified copy of the Articles of the corporation as amended, thank you for your services.

Sincerely,



Nicholas T. Schroeder
Enclosures (3)

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 29 PM 12:38

Organization of Nematologists of Tropical America FL, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000008666

(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)

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

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)

(City)

, Florida

(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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input 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)

ARTICLE III PURPOSE

This corporation is not organized for profit and is organized exclusively for scientific,
educational, literary and charitable purposes within the meaning of section 501(c)(3) of
the Internal Revenue Code, as amended (hereinafter the "Code"), and specifically:

(a) To provide a scientific, educational, literary and charitable organization for individuals
and organizations who are expert in nematology and are interested in fostering the
cooperation between agricultural and environmental nematologists in tropical countries
(Latin America, Africa, and Austral-Asia) and those in the United States; and

(b) To engage in such lawful activities and acts as the laws of the State of Florida
may allow in furtherance of the aforementioned purposes. Notwithstanding the
foregoing purposes, this corporation shall only engage in such scientific, educational,
literary and charitable purposes as an organization qualified under Section 501 (c)(3) of
the code may engage and shall operate for no other purpose. See Addendum for
Additional Amendments and Articles

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

Effective date if applicable: March 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 March 27, 2009

Signature Renato Inseiza
(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)

JANE TE BRITO - [Signature]
(Typed or printed name of person signing)

BDM
(Title of person signing)

Addendum to

Articles of Amendment
to
Articles of Incorporation
of
ORGANIZATION OF NEMATOLOGISTS OF TROPICAL AMERICA FL, INC.

Document Number N08000008666

The Articles of Incorporation are further amended as follows:

ARTICLE IV MANNER OF ELECTION

Is amended to read –

ARTICLE IV – DIRECTORS AND MANNER OF ELECTION

The business of this corporation shall be managed by its Board of Directors. The management of the business of the corporation shall be the responsibility of the Board of Directors, no officer or member of the corporation shall make any commitment in the name of the corporation without written authorized approval of the Board of Directors.

The manner in which the directors are elected or appointed:

The registered agent was appointed by a majority of the executive committee (EC) of the Organization. The EC consists of a president, president-elect, past president, secretary, treasurer, editors-in-chief of the official journal and newsletter of the organization. The directors (BC, BDM, and BDS) are selected every three years by the registered agent and confirmed by the majority of the Executive Committee.

(NEW ADDITIONAL ARTICLES)

ARTICLE VIII – PERPETUAL EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IX - RESTRICTIONS AND INTERPRETATION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the purposes as set forth in Article III, hereof.

All other payments and distributions of the Corporation shall be in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation 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.

Section 3. 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 of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes as shall at the time qualify as an exempt organization or organizations under selection 501 (c) (3) of the Code, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII – INTERNAL REVENUE CODE

Any reference in these Articles of Incorporation to the Code shall be interpreted to include the corresponding provisions of any applicable future Internal Revenue Code.

Articles of Amendment
to
Articles of Incorporation
of

Organization of Nematologists of Tropical America FL, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000008666

(Document Number of Corporation (if known))

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B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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

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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	

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

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Effective date if applicable: March 31, 2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

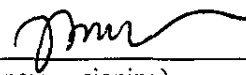
(CHECK ONE)

- ☐ 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 March 27, 2009

Signature Renate Inzerro

(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)

JANETE BRITO - 
(Typed or printed name of person signing)

BDM
(Title of person signing)

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to
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ORGANIZATION OF NEMATOLOGISTS OF TROPICAL AMERICA FL, INC.

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