

N15000008161

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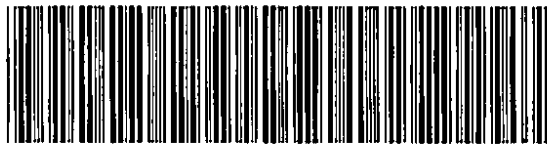
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S. PRATHER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Inclusion Without Borders, Corp.

DOCUMENT NUMBER: N15000008161

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

Please return all correspondence concerning this matter to the following:

Jose Caubi Arraes Bandeira Junior

(Name of Contact Person)

(Firm/ Company)

(Address)

5401 S Kirkman Rd., Ste. 310

(City/ State and Zip Code)

Orlando, Florida 32819

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

For further information concerning this matter, please call:

Nelson Conceicao

786

280-0922

at

(Name of Contact Person)

(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

Inclusion Without Borders, Corp

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

Inclusion Without Borders, Corp

(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: Jose Caubi Arraes Bandeira Junior

5401 S Kirkman Rd. Ste 310

(Florida street address)

New Registered Office Address:

Orlando

(City)

Florida 32819

(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

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	Sally Smith

X Remove

X Add

Add

Remove

Add

Remove

Add

Remove

Add

Remove

(New articles attached)

[illegible]

06/26/2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

06/26/2017

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 06/26/2017

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)

Jose Caubi Arraes Bandeira Junior

(Typed or printed name of person signing)

President

(Title of person signing)

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17 JUL 10 PM 3:12
SECRETARY OF STATE
TAMARA COFFEE

COMMUNICATION LETTER

Reference:

A. Minutes of the Administrative council's meeting held on 06/26/2017

B. Corporation Statutes

Meeting of the founders council from *Inclusion Without Borders Corp.* performed in accordance with the Statutes. Present **Antonio Flamiano Costa Cavalcanti**, as the President and Treasurer and Present at the meeting **José Caubi Arraes Bandeira Junior**, Vice President and Secretary of the council.

The board Members decided to:

The vice president assumes as the president of Inclusion Without Borders, Corp. and Treasurer.

Nothing else to deal with, the meeting was declared closed and the director signed below on the aforementioned date.


(Signature)

Name: **José Caubi Arraes Bandeira Júnior**

Title: President and Treasurer of the council.

Passport No: FM212685 - Brazil

ITIN 947-95-6153

BY LAWS
OF
INCLUSION WITHOUT BORDERS CORP (IWB)

**ARTICLE I –
OFFICES**

INCLUSION WITHOUT BORDERS, CORP., (IWB) a Non-Profit Corporation, will have its main office of Non-Profit Corporation in the State of Florida and will be located at 5401 S. Kirkman RD. STE 310, FL - 32819, in the City of Orlando, Florida, United States of America.

INCLUSION WITHOUT BORDERS, CORP., a Non-Profit Corporation, may have other offices, either in or outside of the State of Florida, as the Board of Directors and Board of Founders may determine or as the affairs of the Non-Profit Corporation may require from time to time.

INCLUSION WITHOUT BORDERS, CORP., a Non-Profit Corporation, shall have and continuously maintain a headquarter and a registered agent pursuant to the Non Profit Corporation Act. The subsidiaries may be, but do not have to be, identical to the main office in the State of Florida and the address of said office may be changed occasionally by the Board of Directors and/or the Board of Founders.

**ARTICLE II –
MEMBERS**

SECTION 1. CLASSES OF MEMBERS

The Non-Profit Corporation INCLUSION WITHOUT BORDERS shall have two classes of members. The designation of such classes, the qualifications and rights of the members of such classes shall be as follows:

SECTION 1.1. MEMBERS WITH NON- VOTING RIGHTS.

Any natural and respectable person, who intends to become a Member of the Non-Profit Corporation INCLUSION WITHOUT BORDERS, and to register his/her intention with the Non-Profit Corporation, may contribute and apply to such position. The Deliberative Council must approve such person. After the approval, the person automatically becomes a Member with Non-voting rights.

SECTION 1.2. MEMBERS WITH VOTING RIGHTS.

1.2.1 FOUNDING MEMBERS / FIRST PRESIDENT / MEMBER ELECTION.

The founding members are those who founded and were constituted in the first three years, and who remain active in the institution as the first members of the INCLUSION WITHOUT BORDERS, CORP.; being those who assign themselves to ideas, work force and the initial contributions of performance composition and formation of the nonprofit corporation. The above indicated have priority voting rights and all administrative and / or financial decisions must be notified and submitted to the discretion of these and it is up to them to delegate the specific functions in the presidency, vice presidencies, directories and commissions. The first founding member shall be President and shall serve as Treasurer exercising the tasks from the foundation to the first alternation of President and Treasurer, which shall be held, exceptionally and indeclinable, on June 26, 2017, without prior notification.

The assumption of the new president cumulatively with Treasurer will be by the Founding Member, on June 9, 2016 and holds the position of vice president.

As of this date, the president commission will be for 5 years, renewable for equal periods. The Founding Members comprise the Founders Council (CF).

ARTICLE III-

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the members shall be held in September as of the year 2015, at 4:00 pm, on the 25th day, date for the Minutes of appointment of Founding Members and composition of the Board of Founders and Board of Directors, which shall manage and elect the transactions for all interests of INCLUSION WITHOUT BORDERS, CORP. If the day scheduled for the annual meeting is a legal holiday in the State, such meeting shall be held on the next subsequent business day. If the election of Directors shall not be held on the day stipulated herein for any annual meeting, or at any postponement thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as reasonably practicable thereafter.

SECTION 2. EXTRAORDINARY MEETINGS.

Extraordinary meetings of the members may be summoned by the **President**, the **Board of Founders** and the **Board of Directors**, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETINGS.

The Board of Directors may elect any place, either in or outside the State of Florida, as the meeting place for any annual meeting or for any special meeting called by the Board of Founders (BF) and the Board of Directors (MB). In the case of coinciding times priority shall be given to the dates set by (BF). If no appointment is accomplished or if a special appointment is inexistant, the meeting place shall be at the registered office of INCLUSION WITHOUT BORDERS CORP. (Non-Profit) in the State of Florida – USA. It is assumed that the meetings held outside the head office are valid if properly formalized with a call or previous notice.

SECTION 4. MEETING NOTICES.

Written notice stating the place, date and time of any meeting of members shall be delivered personally or by mail, or corporate e-mail, with due confirmation of delivery, to each member entitled to vote at such meeting, not less than ten (10) or a maximum of fifty (50) days before the date of said meeting, by or under the direction of the President, Secretary, staff or people who are appointed to summon the meeting. In case of a Special Meeting or when required by law or these Bylaws, the purpose or purposes for which the meeting is held must be specified in the meeting notice. If sent by corporate email INCLUSION WITHOUT BORDERS, the meeting notice shall be deemed completed, confirmed receipt, and in case of communication by letter, it shall contain the details and basic information required by regulations concerning postal delivery, that is, mail forward confirmation at the address as it appears in the records of the Corporation, with the same prepaid postage.



SECTION 2. NUMBER, OCCUPANCY AND QUALIFICATIONS.

The number of members of the Board of Directors shall be at least **2(two)** components and a maximum of **7 (seven)** components. Each Member shall hold an elective position or through an appointment sanctioned by the Board of Founders for 5 (five) renewable years, according to the need of the corporation, having Minutes of Election, Minutes of Appointment and Occupancy, Successive Minutes of Five-Year Revalidation. When the annual meeting coincides with the five-year term of the Board members or the conduction of the elected members who hitherto has (have) been elected and or to be invested upon their positions, shall be held in a Joint Meeting to be called Sole Validation, Election and Occupancy Meeting.

SECTION 3. ORDINARY MEETINGS.

The Board of Directors regular annual meeting shall be carried out without any notice already contained hereof, immediately and at the same place the annual meeting of members is held. The Board of Directors may establish, by resolution of time and place, in or outside the State, to carry out additional periodic Board meetings, without any further notice of such resolution.

SECTION 4. SPECIAL MEETINGS.

The Board of Directors extraordinary meetings may be summoned by or at the request of the President, 01 (one) Founder or any 2 (two) management directors. The person or persons authorized to summon extraordinary meetings of the Board of Directors may choose preferably the IWB' registered office, but it may take place anywhere, provided that it enables the participation of all persons concerned, always prioritizing the nearest registered office or a less costly facility.

SECTION 5. NOTICES

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or Corporate Email (IMB) with receipt certificate at business time or by telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope as required, with postage thereon prepaid. If a notice is to be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive a notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or if it is not the subject to be discussed by the such Director or the purpose for which it is intended, so for any ordinary or special meeting of the Council will be required to conference of the particularities of summon in the notice or express notice of waiver of such meeting or required by law, specific law or by these Bylaws.



b) BOARD OF FOUNDERS (BF)

SECTION 1. GENERAL POWERS

The Board of Founders shall have the power to **decide, resolve, scrutinize and revalidate acts of administrative, financial and full property acts** of INCLUSION WITHOUT BORDERS, CORP. which will be performed by its members who do not need to be residing in the state for the first 2 (two) years. They have priority rights to vote and all administrative and/or financial decisions must be notified and submitted to their discretion. It is the Board of Founders prerogative, being their sole responsibility to, delegate specific duties in Boards and Committees. In case of a tie before any odd number formation of the Board of Founders, the Board of Directors or the oldest director shall be summoned to exercise the Casting Vote. They have a bicameral prerogative and a thirty-year renewable mandate for equal periods. The Board represented by its majority may resolve autonomously to dismiss or suspend summarily or cancel the registration of any member, rendering him/her ineligible for membership or other reason justifying the formal sitting. The application may be made by any member if properly based on the law and or is in Article XI hereof. The prerogatives of the Founders for their removal shall be respected as a fundamental clause or bicameral process, namely submission to the total votes of the Board of Directors and Board of Founders, under penalty of absolute nullity.

SECTION 2. NUMBERS, OCCUPANCY AND QUALIFICATIONS.

September 25th, 2015, at 4:00 pm, shall be the date of the minutes of appointment of the 4 (four) Founding Members who compose the Board of Founders holding the responsibility to manage and elect and carry out the transactions of all INCLUSION WITHOUT BORDERS CORP interests. Vacancy of their positions shall occur by the **end of mandate and expressed disInterest in the renewal, Resignation, Death or Just Cause.** Such a mandate shall last for thirty years and with renewal permission. In case of a vacancy-opening event, shall only be able to take up possession and ownership in the Board of Founders **acting as deputies**, the Senior Partners and Investor Partners or Appointed Members. In all cases, the joint vote of the Board of Founders and Board of Directors, and being always required a unanimous vote of the members of the Board of Founders.

SECTION 3. ORDINARY MEETINGS.

The Board of Directors extraordinary annual meeting shall take place on the same dates of the Board of Directors meeting without any notices other than this Bylaw, immediately after and at the same place the annual meeting of members takes place. The Board of Directors may establish, by resolution of time and place, in or outside the State to carry out additional periodic Board meetings, without further notice of such resolution.

SECTION 4. SPECIAL MEETINGS.

Extraordinary meetings of the Board of Directors may be summoned by or at the request of the President or any two directors. The person or persons authorized to summon extraordinary meetings of the Board of Directors may take place anywhere, with or without the state as a place for any special meeting of the Board summoned by them.



performed by the Board, by definition since the remuneration including the compensations relevant to the effective development of their work so that each Board encompasses annual budget approved by the Board and should be approved and subjected to the discretion of the Board of Founders, so that the committees nominated by each Board, may develop the social benefit in a specific and dynamic method.

SECTION 10. INFORMAL ACTION BY THE BOARD OF DIRECTORS.

All single actions of the **Direct Board of Directors members** should be reported to the Board of Directors and the Board of Founders, and then revalidated. They must be properly grounded on their functions or authorizations to act alone on behalf of the corporation. For this procedure, law requires them. They may only do so if they bear a written consent, provided that the action establishes the regularity of their acts. There shall be validity only if the act is in accordance with this regulation and the law.

ARTICLE V-

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be: **1 (one) President, 1 (one) CEO/Vice President, 1 (one) Secretary, 1 (one) Treasurer and other employees as may be elected, hired or appointed; they shall exercise five-year mandates** and when exercised by Founding Members may be extended by the Board Act in accordance with their thirty-year prerogatives and in line with the corporate interests, and compliant with the provisions of this Article. The Foundation Board may elect and appoint or designate other officers, including one or more Directors and Deputy Secretaries and one or more assistant treasurers as it may be deemed desirable, such officers to have the powers and shall perform the prescribed tasks, from time to time, by the Board of Directors if under their discretion and approval by an act of the Board of Founders. Any two or more BOARDS may be taken over by the same person, except for the President and Secretary positions.

SECTION 2. ELECTION AND MANDATE.

The Officers of INCLUSION WITHOUT BORDERS, CORP., a Non-Profit Corporation, may be elected once a year by the Board of Founders, emphasizing that the positions shall have five-year renewable mandates, and when exercised by Founding Members (no substitutes) shall be in consonance with the thirty-year prerequisite and with compulsory social security rights relevant to the same periods, whereas the communication of decisions taken by the BF shall take place at the ordinary annual meeting of the Board of Directors. If the election of the officers is not communicated in such meeting, such a positioning shall later be held as soon as appropriate. New offices, Boards and Committees may be created and taken over at any meeting of the Board of Founders. Each officer shall exercise his/her office until his/her successor has been elected, appointed and duly submitted to the statutory injunctions.



deposit of all such amounts on behalf of the Corporation with Banks, Trust Companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and, in general, perform all the duties incumbent to the Treasurer position and other obligations as from time to time may be assigned to him/her by the President or by the Board of Directors/Founders.

SECTION 8. SECRETARY.

The Secretary shall keep the minutes of meetings of the members and of the Board of Directors in one or more books provided for that purpose; ascertain that all notices are duly given pursuant to the provisions of these by-laws or as required by law; be custodian of the non-profit corporate records and of the seal of the Corporation and ascertain that the seal of the Non-Profit Corporation is affixed to all documents, the execution of which on behalf of the Non-Profit Corporation under its seal is duly authorized in accordance with the provisions of these by-laws;

a-) keep a register of the post-office address of each member, which shall be submitted to the Secretary by such member; and, in general, perform all duties incumbent to this position of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors/Founders.

SECTION 9. ASSISTANT TREASURERS E SUB-SECRETARIES.

If required by the Board of Directors or the Board of Founders, the Assistant Treasurers shall be contracted who shall have the burden for the faithful discharge of their duties in such sums and with such sureties, as the Board of Directors shall determine. The Assistant Treasurers and Sub-Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors/Founders.

ARTICLE VI -

COMMITTEES

SECTION 1. COMMITTEE OF BOARD OF DIRECTORS.

The Board of Directors, under the discretion of the Board of Founders, or the latter autonomously, may launch resolutions adopted by resolution of the majority of the acting Counselors and may designate and appoint one or more committees. Each of which shall consist of 2 (two) or more Counselors, which committees, to the extent provided in said resolution, shall exercise the specific authority under the determination of the Board of Directors or Board of Founders. **No commission shall have the authority of the Board of Founders, that is, it does not have the power to:** amend, alter or revoke these by-laws; elect, appoint or remove any member of any such committee or any Director or officer of the Corporation; that alters the articles of incorporation; restate articles of incorporation; adopt a merging plan or adopt a merging plan with another non-profit corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Non-Profit Corporation; that authorizes the voluntary dissolution of the Corporation or revokes proceedings therefore; adopt a distribution plan of the Non-Profit Corporation assets; or



SECTION 7. RULES.

Each committee may not adopt rules for its own intern regulations that are not in agreement with these regulations or in accordance with the rules adopted by the Board of Directors.

ARTICLE VII -

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND ACCOUNT AUDIT

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents of the Non-Profit Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Non-Profit Corporation, and such authorization may be general or limited to specific cases.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or payment of money orders, notes or other evidences of indebtedness issued in the name or the Corporation shall be signed by the President on duty or by the Treasurer or by determination of the Board of Founders. In the absence of such determination by the Board of Founders, such instruments shall be signed by the Treasurer or an Assistant Treasurer and signed by the President or a Vice-President of the Non-Profit Corporation.

SECTION 3. DEPOSITS.

All funds of the Non-Profit Corporation shall be deposited from time to time to the credit of the Non-Profit Corporation in Banks, which are authorized and accounts duly opened, or trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS.

The Board of Directors may accept on behalf of the Corporation any contribution, donation, inheritance or legacy for general purposes or for any special purpose of the Non-Profit Corporation.

SECTION 5. EXTERNAL AUDITS OF THE ACCOUNTS

The Board of Directors may submit to the Board of Founders the hiring of a company for external audit of IWB's accounts, whenever deemed appropriate or if needed for expansion or reduction of expenses or optimization of the work performed which is seeking to develop. The contractor should submit an opinion that may be requested by any of the regular members of both Boards.

ARTICLE VIII -

MEMBERSHIP CERTIFICATES

SECTION 1. CERTIFICATES OF MEMBERSHIP.



ARTICLE XII-

SEAL

The Board of Directors shall provide a nonprofit corporate seal, which should be in the form of a circle and shall have inscribed on it the name of the Non-Profit Corporation and the words "corporate seal (INCLUSION WITHOUT BORDERS, Corp.)."

ARTICLE XIII-

WAIVER OF NOTIFICATION

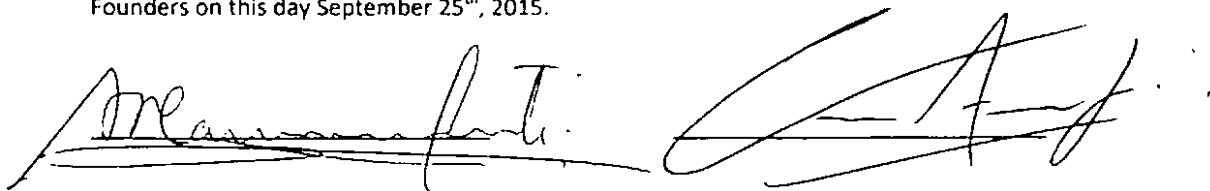
Whenever any advance notice is required to be given in accordance with the provisions of the Non-Profit Corporation Act or pursuant to the provisions of the articles of incorporation or statutory laws of the Non-Profit Corporation, and there is a waiver in writing and signed by person or persons entitled to such notice, either before or after the time stated therein, it shall be deemed equivalent to the granting of the advance notice.

ARTICLE XIV-

BYLAW AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Counselors attending a Joint annual meeting of the Boards of Founders and Board of Directors or at any special meeting of the Board of Founders, if a written notice at least two days is given with the intention to amend, alter or repeal or to adopt new bylaws at such meeting.

The former initial statute of the non-profit corporation were approved by the Board of Founders on this day September 25th, 2015.

Two handwritten signatures in black ink. The signature on the left is 'Antonio Flamiano Costa Cavalcanti' and the signature on the right is 'Jose Caubi Arraras Bandeira Junior'.

ANTONIO FLAMIANO COSTA CAVALCANTI JOSE CAUBI ARRARAS BANDEIRA JUNIOR