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FALLS CHURCH, VIRGINIA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Youth and Democracy in the Americas

DOCUMENT NUMBER: N18000010677

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

Please return all correspondence concerning this matter to the following:

Cecilia Navas
(Name of Contact Person)

Youth and Democracy in the Americas
(Firm/ Company)

706 NW 111th Place, Apt 4
(Address)

Miami, FL 33172
(City/ State and Zip Code)

kbickford@harborcompliance.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kitty Bickford at 573 201-4832
(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:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional copy is
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Certificate of Status
Certified Copy
(Additional Copy is
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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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

YOUTH AND DEMOCRACY IN THE AMERICAS

Pursuant to Sections 617.1002 and 617.007 of the Florida Not-For-Profit Corporation Act (the "Act"), Youth and Democracy in the Americas, Inc., a Florida not-for-profit corporation originally incorporated on October 3, 2018, does hereby certify that:

A. These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on August 23, 2019;

B. No Members were entitled to vote on such Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be **Youth and Democracy in the Americas, Inc.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

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19 SEP -3 PM 5:19
HALL COUNTY CLERK'S
OFFICE
TALLAHASSEE, FLORIDA

3.01 Purpose

Youth and Democracy in the Americas, Inc. is a non-profit corporation organized exclusively for charitable, religious, educational, and 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.

Youth and Democracy in the Americas, Inc.'s mission is to provide students and future leaders of the Americas educational and professional activities, to promote democratic values, education, economic development, and social inclusion for the strengthening of democracy in the region through tools and knowledge provided by scholars, diplomats, youth leaders, and social activists.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

Youth and Democracy in the Americas, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Youth and Democracy in the Americas, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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 not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 such purposes.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by 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 V

BOARD OF DIRECTORS

5.01 Governance

Youth and Democracy in the Americas, Inc. shall be governed by its board of directors.

5.02 Current Directors

The current directors of the corporation shall be:

President/Treasurer: Cecilia Navas

Vice President: Daniel Rodriguez

Secretary: Maria Bello

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Youth and Democracy in the Americas, Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Youth and Democracy in the Americas, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: 706 NW 111th Place, Apt 4, Miami, FL 33172.

The mailing address of the corporation is: 706 NW 111th Place, Apt 4, Miami, FL 33172.

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Cecilia Navas
706 NW 111th Place, Apt 4
Miami, FL 33172

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 23th day of August 2019.

A handwritten signature in black ink, appearing to be 'Cecilia Navas', written over a horizontal line.

Cecilia Navas
President

I certify that I am familiar with and accept the responsibilities of registered agent.

A handwritten signature in black ink, appearing to be 'Cecilia Navas', written over a horizontal line.

Cecilia Navas
Registered Agent