

N93000005400

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000092223 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 24 PM 4:56

RECEIVED
01 AUG 24 PM 3:22
DIVISION OF CORPORATIONS

BASIC AMENDMENT

COLOMBIAN FINE ARTS FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Name Change

8/27/01 *Amendment*
DC

8/22/01 9:52 AM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 22, 2001

COLOMBIAN FINE ARTS FOUNDATION, INC.
512 SEVILLA AVE
CORAL GABLES, FL 33134US

SUBJECT: COLOMBIAN FINE ARTS FOUNDATION, INC.
REF: N93000005400

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the following from article two of the document: OF THE INITIAL REGISTERED OFFICE. This is not the initial address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000092223
Letter Number: 601A00048100

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
COLOMBIAN FINE ARTS FOUNDATION, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: AMENDMENTS ADOPTED:

ARTICLE ONE - COLOMBIAN FINE ARTS FOUNDATION, INC. - NAME - AMENDED -

1. The new name of this Corporation is as follows:
FOUNDATION OF THE AMERICAS, INC.

ARTICLE TWO - AMENDED

2. The principal office and mailing address of the registered office of the Corporation in the State of Florida, is as follows:

C/O MARIA EUGENIA PINEDO
512 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE THREE - AMENDED

3. The purpose of the Corporation is as follows:

The Corporation is incorporated as a nonprofit corporation, organized solely for charitable, scientific, literary and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 24 PM 4:56

ARTICLE THREE - AMENDED - *Cont'd...*

In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

ARTICLE FOUR - AMENDED

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE FIVE - AMENDED

5. The Corporation is to be organized on a nonstock basis.

ARTICLE SIX - AMENDED

6. The Corporation shall be a membership organization composed of those people hereinafter listed as the initial Board of Directors and all other persons or organizations elected/selected for membership as provided in the by-laws.

ARTICLE SEVEN - AMENDED

7. The name and address of the registered agent of the Corporation is as follows:

MARIA EUGENIA PINEDO
512 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE EIGHT - AMENDED

8. The term of existence of the Corporation shall be perpetual.

ARTICLE NINE - AMENDED

9. The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors. The initial Directors shall be Maria Eugenia Pinedo, Joel I Levin and Maria Fernanda Toro, to serve until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of this Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, the presiding President of the Corporation will cast a deciding vote. Any Director or Directors on said Board of Directors of this Corporation may resign by delivering a written notice of such resignation to the Board of Directors.

ARTICLE TEN - AMENDED

10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE ELEVEN - AMENDED

11. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the board of directors shall determine. Any 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 to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in accordance with the corresponding provisions of any subsequent United States Internal Revenue law, as such court shall determine.

ARTICLE TWELVE - AMENDED

12. The Members of the Board of Directors are as follows:

Chairman - President - Vice President - Director: MARIA EUGENIA PINEDO
Executive Director - Secretary - Treasurer: JOEL I LEVIN
Director: MARIA FERNANDA TORO

SECOND: The date of adoption of the amendment(s) was: August 23, 2001

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

MARIA EUGENIA PINEDO

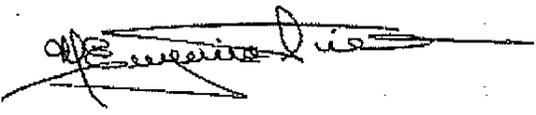
Typed or printed name

President
Title

August 23, 2001
Date

H01000092223 6

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Registered Agent

Date: August 23, 2001

H01000092223 6