



N96000002216

Las Americas Museum Of Art

August 18, 1997

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

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-08/25/97--01057--011
*****35.00 *****35.00

Re; Las America Museum of Art - N96000002216

Sir:

We are respectfully submitting our Articles of Amendment to the Articles of Incorporation of Las Americas Museum of Art, Inc., which is amending its Articles of Incorporation to include Article VIII - Tax Exempt Status, Article IX - Meetings, Article X-Distribution of Assets Upon Dissolution, Article XI - Indemnification, Article XII - Bylaws and Article XIII Amendments.

We are also including the corresponding fee of \$35.00.

Respectfully,


Rafael Angel Cosme
Registered Agent

Encls.

12529 Belrose Avenue, Orlando, FL 32837 (407) 888-3220

See

9/16

Amend

LAS AMERICAS MUSEUM OF ART, INC.

N96000002216

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION**

ARTICLE VIII

Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any 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) if the Internal Revenue Code of 1986, (or the corporation provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code of 1986 section 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

Meetings

Section 1. *The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.*

Section 2. *The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.*

ARTICLE X

Distribution of Assets Upon 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 of 1986, (or the corresponding provision of any future United States Internal Revenue Law), 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 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 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.

ARTICLE XI **Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII **Bylaws**

Section 1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended in any manner permitted by law

LAS AMERICAS MUSEUM OF ART, INC.

**12529 Belrose Avenue
Orlando, Fl. 32837.**

September 8, 1997

**State of Florida
Department of State
tallahasse, Florida**

Re: Las Americas Museum of Art, Inc. - N96000002216

Sir/Madam:

We, the undersigned subscribing Board of Directors of Las Americas Museum of Art, Inc. have hereunto set our hands and seals this 15th day of August, 1997, for the purpose of amending this Corporation Articles of Incorporation, a not for profit Corporation under the laws of the State of Florida.

There are not other members entitled to vote on this proposed amendment to the articles of Incorporation of our Organization.

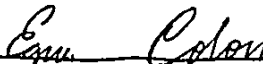
"Incorporators"



Rafael A. Cosme - President



Perla G. Medina - Secretary



Eguia Colon - Treasurer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1997

RAFAEL ANGEL COSME
LAS AMERICAS MUSEUM OF ART
12529 BELROSE AVENUE
ORLANDO, FL 32837

SUBJECT: LAS AMERICAS MUSEUM OF ART, INC.
Ref. Number: N96000002216

We have received your document for LAS AMERICAS MUSEUM OF ART, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00044028

August 18, 1997

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

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