

N96000004025

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

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98 JUN 08 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 21, 1998

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

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*****87.50 *****87.50

Re: Colombia-Latin American Golf Assoc. Inc.
File No. 3885-0000-00

To whom it may concern:

Enclosed please find original Amendments to the Articles of Incorporation. I am also enclosing our check in the amount of \$87.50 comprising of the filing fee and charge for a certified copy of the articles.

Please forward the certified copy to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

PAUL S. MARTIN

PSM/mp
Enclosure

Restated Art.
6-10-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

WALTON LANTAFF SCHROEDER & CARSON
PAUL S. MARTIN
2 SOUTH BISCAYNE BLVD., 25TH FLOOR
MIAMI, FL 33131

SUBJECT: COLOMBIA-LATINAMERICAN GOLF ASSOCIATION INC.
Ref. Number: N96000004025

We have received your document for COLOMBIA-LATINAMERICAN GOLF ASSOCIATION INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are NO 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.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00022942

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FACSIMILE (305) 577-3875

June 5, 1998

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

Attn: Cheryl Coulliette/
Document Specialist

Re: Colombia-Latinamerican Golf Assoc. Inc.
File No. 3885-0000-00

Dear Ms. Coulliette:

Enclosed please find the Restated Articles of Incorporation for the Colombia-Latinamerican Golf Assoc. Inc. with the accompanying Certificate of Compliance with Florida Statute §617.1007. The Restated Articles are being filed to comply with IRS regulations and there has been no change from the initial directors, officers, or registered agent. The same individuals were originally designed at the time of incorporation.

Thank you for your assistance in this matter. If you need anything further, please let me know. Your previous letter to us dated April 28, 1998, is enclosed for your convenience.

Very truly yours,

PAUL S. MARTIN

PSM/mp
Enclosure

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DIVISION OF CORPORATIONS

**RESTATED ARTICLES OF INCORPORATION
OF THE COLOMBIA-LATINAMERICAN GOLF ASSOCIATION, INC**

A charitable corporation, as a corporation not formed under the Florida General Corporation Act.

ARTICLE I

Name of Corporation: COLOMBIA-LATINAMERICAN GOLF ASSOCIATION, INC.

Address of Corporation: 230 Park Street, Miami Springs, Florida 33166.

ARTICLE II

Duration: Term of existence of the corporation is perpetual unless dissolved according to law. The corporation existence shall be commence at the time of filing with the Secretary of State. The original Articles were deemed filed August 1, 1996.

ARTICLE III

Purpose: The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the United States in the State of Florida. The specific purpose of this corporation is to organize golf tournaments and other related golf activities for the benefit of charities or benefit of charity.

ARTICLE IV

Said organization is 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 §501(c)(3) of the Internal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the business clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

The election for directors and the manner for their admissions is provided in the by-laws of the corporation.

ARTICLE VII

The Board of Directors remains as the initial Board of Directors elected and identified in the original Articles of Incorporation, to wit as follows:

1. Eduardo Mejia, 435 Marquesa Drive, Coral Gables, Florida 33156.
2. Camilo Cano, 5445 Granada Blvd., Coral Gables, Florida 33146.
3. Edgar Cote, 13221 S.W. 88 Terrace, Miami, Florida 33186.
4. Jose A. Amaya, 9330 S.W. 89th Street, Miami, Florida 33157.
5. Enrique Escobar, 13424 S.W. 91st Terrace, Miami, Florida 33186.

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE XI

The amendments made to the Restated Articles of Incorporation to include Articles IV and V above, were adopted by the Board of Directors on March 3, 1998. There are no members entitled to vote on the amendment and these Restated Articles contain no amendments requiring member approval.

ARTICLE X

Registered office: The street address of the initial registered office of the corporation shall be 230 Park Street, Miami Springs, Florida 33156. The initial registered agent for said corporation at such address is Eduardo Mejia.

I am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.


Registered Agent

5-26-58
Date

ARTICLE XI

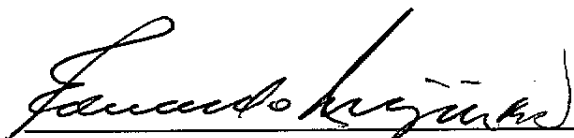
In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE XII

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

ARTICLE XIII

The name and address of each incorporator is Eduardo Mejia, 230 Park Street, Miami Springs, Florida 33166.


EDUARDO MEJIA
Chairman of the Board of Directors

CERTIFICATE OF COMPLIANCE WITH FLA.STAT. §617.1007
AS TO THE RESTATED ARTICLES OF INCORPORATION

WHEREAS, the charitable, not for profit corporation, COLOMBIA-LATIN AMERICAN GOLF ASSOCIATION, INC. was created in the Articles of Incorporation deemed filed on August 1, 1996 with the State of Florida;

WHEREAS, the corporation desires to remain exempt from federal income tax, and applied for tax exempt status;


WHEREAS, in order to comply with the Internal Revenue Codes Organizational Test for Exemption Under Section 501(C)(3), the said corporation desires to restate its Articles of Incorporation to include Articles 4 and 5 as set forth above.

Said corporation hereby certifies as follows:

1. The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval.

2. The amendments to the Articles of Incorporation were adopted on March 3, 1998 with the intention to be applied retroactively to the original incorporation date and there are no members entitled to vote on the amendment.

IN WITNESS WHEREOF, I have subscribed my name.


Chairman of the Board of Directors
(EDUARDO MEJIA)
Date: 5-26-98