

N96000005293

5/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: POSITIVE HISPANIC WOMEN, INC.

AUDIT NUMBER.....H97000007867

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

POSITIVE HISPANIC WOMEN, INC.
7975 N.W. 154TH STREET
SUITE 360
MIAMI, FL 33016

SUBJECT: POSITIVE HISPANIC WOMEN, INC.
REF: N96000005293

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.

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

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.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000007867
Lotter Number: 697A00025598

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000007867

Amended Articles of Incorporation

POSITIVE HISPANIC WOMEN, INC.
(Corporation not for Profit)

1. The name of the corporation shall be **POSITIVE HISPANIC WOMEN, INC.**
2. The street and mailing address of the initial principal office of the corporation shall be **7975 N.W. 154th Street, Suite 360, Miami, FL 33016.**
3. The corporation is organized exclusively for charitable and educational purposes, including for such purposes:
 - A. 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; and
 - B. Providing services to Hispanic women who have the human immunodeficiency virus.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Three thereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions of which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The method of election of directors shall be stated in the bylaws.
6. No provision in these articles limits in any manner the corporate powers authorized by Chapter 617, Florida Statutes.
7. The name and street address of the corporation's initial registered agent is **Ricardo Torres, Jr., 7975 N.W. 154th Street, Suite 360, Miami, FL 33016.**

Prepared by: Ricardo Torres
7975 N.W. 154th St.
Suite 360
Miami, FL 33016
(305) 828-6800

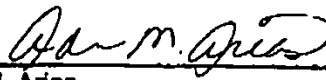
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8. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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.

9. There are no members of Positive Hispanic Women, Inc.

10. This amendment was adopted by the board of directors on March 22, 1997.

Dated: May 12, 1997


Ada M. Arias
President


Ada M. Arias
Chairman, Board of Directors

This document prepared by:

Ricardo Torres, Jr., Esq.
7975 N.W. 154th St.
Ste. 360
Miami, FL 33016
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