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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C RODRIGUEZ *Cms*  
PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: AMIGOS DE HONDURAS EN AMERICA, INC.

AUDIT NUMBER.....H97000021445

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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Translation:

"Friends of Honduras  
in America, Inc."

*W98-637*

B. McKinn

JAN 12 1998



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 12, 1998

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: AMIGOS DE HONDURAS EN AMERICA, INC.  
REF: W98000000637

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Becky McKnight  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida not-for-profit corporation is:  
Amigos de Honduras En America, Inc.

EFFECTIVE DATE  
1-4-98

### Article II. Address

The mailing address of the Corporation is:  
Amigos de Honduras En America, Inc.  
12207 SW 132 Court  
Miami FL 33186

### Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following: providing educational assistance to individuals of Honduran descent residing in the U.S. regarding their legal rights, and providing charitable assistance to the poor residing in Honduras. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

### Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

### Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Esteban Jose Handal Perez  
12207 SW 132 Court  
Miami FL 33186

Anastasia M. Garcia | FL Bar Member 956480  
Anastasia M. Garcia, P.A.  
325 Almeria Avenue  
Coral Gables FL 33134  
305-461-5885

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#### Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Esteban Jose Handal Perez  
Maria Isabel de Handal  
Omar Rivera Pacheco

#### Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Anastasia M. Garcia | FL Bar Member 956480  
Anastasia M. Garcia, P.A.  
325 Almeria Avenue  
Coral Gables FL 33134  
305-461-5885

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Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 4, 1998

The authorized representative of the incorporator executed these Articles of Incorporation on January 12, 1998



CORPORATE CREATIONS INTERNATIONAL INC.  
Luis A. Uriarte, Vice President

Anastasia M. Garcia I FL Bar Member 956480  
Anastasia M. Garcia, P.A.  
325 Almeria Avenue  
Coral Gables FL 33134  
305-461-5885

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Amigos de Honduras En America, Inc.**

**REGISTERED AGENT/OFFICE:**

**Esteban Jose Handal Perez  
12207 SW 132 Court  
Miami FL 33186**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**ESTEBAN JOSE HANDAL PEREZ**  
by L.A. Uriarte as attorney-in-fact

**Date: January 9, 1998**

**Anastasia M. Garcia | FL Bar Member 956480  
Anastasia M. Garcia, P.A.  
325 Almeria Avenue  
Coral Gables FL 33134  
305-461-5885**

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