

N10000000961

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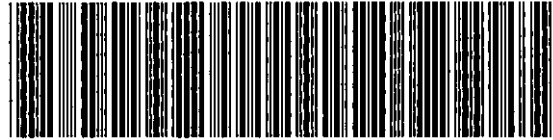
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2010 APR -2 PM 3:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*FOR  
4/5/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**NAME OF CORPORATION:** AYITI NOW CORP

**DOCUMENT NUMBER:** N10000000961

The enclosed *Articles of Amendment* and fee are submitted for filing in order to amend Article III of the original Articles filed on January 29, 2010 as well as add Article VIII and Article IX.

Please return all correspondence concerning this matter to the following:

Alex Lizzappi  
Ayiti Now Corp  
P.O. Box 190662  
Miami Beach, FL 33119  
[alex@haiti-now.org](mailto:alex@haiti-now.org)

For further information concerning this matter, please call: Alex Lizzappi at (786) 664-7747

Enclosed is a check for the following amount made payable to the Florida Department of State for \$52.50 to include the Filing Fee, Certificate of Status, and a Certified Copy (an additional copy is enclosed)

Sincerely,



Alex Lizzappi, President  
Ayiti Now Corp

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
Ayiti Now Corp  
A Florida "Not for Profit" Corporation**

**FILED**  
2010 APR -2 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number of Corporation: N10000000961

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following Articles of Amendment to its Articles of Incorporation:

**MANNER OF ADOPTION:**

There are no members or members entitled to vote on the amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on 31 March 2010, 2010. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

**THE AMENDMENTS**

The Articles of Incorporation of AYITI NOW CORP are hereby amended as follows:

**1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

**ARTICLE III  
CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational 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.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or

indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**2. The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:**

**Article VIII**  
**501(c)(3) Limitations**

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code..

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

E. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal

tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

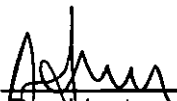
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**3. The following additional Article is hereby added to the Articles of Incorporation. Article IX reads as follows:**

**Article IX  
INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

By:

  
\_\_\_\_\_  
President

Date: 31 MARCH 2010

  
\_\_\_\_\_  
Legibly Print Name