

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FILED

2019 FEB 12 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FL

**LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES, NATIONAL
ASSOCIATION, INC.**

(A Florida Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation, not for profit, for educational, informational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do agree to the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be Latin American Association of Insurance Agencies, National Association, Inc.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

This corporation is organized as a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and the general nature of the objects of this corporation shall be:

- a) To protect the rights of its members for the benefit of the consumer through education, information, networking and active participation in the political environment and community service.
- b) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.
- c) This corporation is organized exclusively for a public purpose to conduct its business in a manner as will qualify it as an exempt

organization under the provisions of Section 501(c) 6 of the Internal Revenue Code of 1986, as amended; and no part of the corporation's net earnings shall inure to or be for the benefit of any member, director, officer, or individual.

ARTICLE IV
MAILING ADDRESS

The mailing address of the corporation shall be:

P.O. Box 520844
Miami, Florida 33152-0844

The Board of Directors may, from time to time, change the mailing address of the corporation.

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent:

Fernandez-Bergnes & Associates, P.A.
7400 West Flagler Street
Miami, Florida 33144.

ARTICLE VI
MEMBERSHIP

The Association shall consist of itself as the parent organization, and state, county and municipal chapters working on behalf of, by and for insurance professionals. There are three (3) categories of members ("Members"): 1) **Agency Members:** professional insurance agents or agencies whose dues are current and who are in good standing ("Agency Members"), 2) **Associate Members:** persons who are not professional insurance agents or agencies, but whose business is related to the insurance industry and whose dues are current and who are in good standing ("Associate Members"), and 3) **Individual Insurance Professional Members:** individual professional insurance agent or individual insurance industry professional whose dues are current and who are in good standing ("Individual Insurance Professional Members").

The Corporation will be governed by the Board of Directors, as elected, pursuant to the procedures set forth in the By-Laws of this corporation. At a minimum, the Board of Directors will consist of five (5) Directors, with a maximum

of thirteen (13) Directors, elected for a one (1) year term. No Director shall serve more than four (4) years in the same position, unless an exception is made by resolution approved by 2/3 of existing Directors.

No member of the Board of Directors shall vote on any matter which comes before the Board of Directors, which would result in direct monetary gain to the director or any firm, partnership, corporation, or other business enterprise in which the director has any interest.

ARTICLE VII **PRESIDENT**

The President shall be elected by the Board of Directors pursuant to the procedures set forth in the By-Laws of this corporation.

ARTICLE VIII **MANAGEMENT OF CORPORATION**

The affairs of the corporation shall be managed by the Board of Directors. The board shall carry out the objectives of the corporation, in compliance with Articles of Incorporation and the By-Laws of the corporation.

The Officers of the Corporation shall be the Executive Committee and shall consist of the President, the Immediate Past President, the President Elect, the Vice President, the Treasurer, and the Secretary. The Executive Committee shall possess the powers that have been specifically delegated to them in writing provided for in the By-Laws.

ARTICLE IX **ANNUAL MEETINGS**

There shall be at least four meetings of the Board of Directors. The number of any meetings, times, and locations thereof shall be fixed by the By-Laws.

ARTICLE X **INDEMNIFICATION**

X-1 Mandatory Indemnification – The Association shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

X-2 Permissible Indemnification – The Association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in a manner prescribed by law.

X-3 Advance for Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

- a. A written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- b. An undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

X-4 Indemnification of Officers, Employees and Agents – An Officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an Employee or Agent of the Association who is not a Director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI AMENDMENTS

The corporation may amend, alter, or repeal any provision of the Articles of Incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE XII BY-LAWS

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds (2/3) vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws, as

adopted in this manner, may be altered, rescinded, or amended by a two-thirds (2/3) vote of any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting, at which a vote upon such proposal is to be taken.

ARTICLE XIII
DISSOLUTION


In the event it becomes necessary to dissolve this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to one or more exempt organizations recognized under Section 501(c) 3 of the United States Internal Revenue Code. None of these assets will be distributed by or to any member, officer, or director of this corporation or any other entity.

ARTICLE XIV
BOARD OF DIRECTORS


The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jeremiah Perez	P.O. Box 520844 Miami, FL 33152	President
David Gil	P.O. Box 520844 Miami, FL 33152	Immediate Past President
Maria Fisk	P.O. Box 520844 Miami, FL 33152	President Elect
Lissette Perez	P.O. Box 520844 Miami, FL 33152	Vice-President
Devin Delatorre	P.O. Box 520844 Miami, FL 33152	Treasurer
Maria Vila	P.O. Box 520844 Miami, FL 33152	Secretary

IN WITNESS WHEREOF, we have hereunto subscribed our names on the 15th day of JANUARY, 2019, to the foregoing Amended and Restated Articles of Incorporation.



President

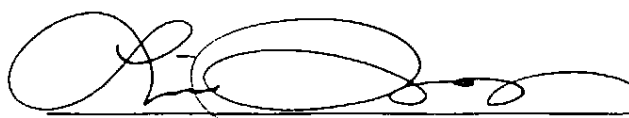


Secretary

STATE OF FLORIDA
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me on this 15th day of January, 2019, by JEJEMIAH PEREZ and MARIA VILA, and who are to me well known, and known to me to be the person described in this instrument, and who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County last aforesaid on this 15th day of January, 2019.



NOTARY PUBLIC

My Commission Expires:  LISSETTE PEREZ
Commission # GG 108780
Expires August 2, 2021
Bonded thru Budget Notary Services

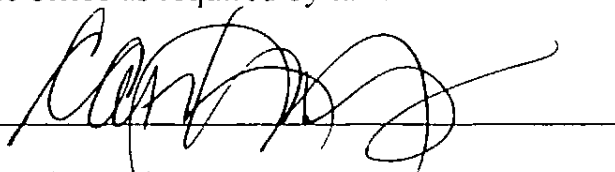
DESIGNATION OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes: Latin American Association of Insurance Agencies, National Association, Inc. . a corporation not for profit, organized under the laws of the State of Florida, with its mailing address at P.O. Box 520844, Miami, Florida 33152-0844, has named Fernandez-Bergnes & Associates, P.A., located at 7400 West Flagler Street, Miami, Florida 33144, as its agent to accept service of process within this State.

By: 
President

ACCEPTANCE

I agree, as registered agent, to accept service of process; to keep the offices open during prescribed hours; and to post my name (and any other officers of said corporation authorized to accept service of process) at the above Florida designated address in some conspicuous place in the office as required by law.


Designated Registered Agent


CORPORATE RESOLUTION

I, Jeremiah Perez CPII, PIAM, President of Latin American Association of Insurance Agencies, do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of seven pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the 15th day of JANUARY, 2019. Any amendments included herein have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

NAME OF CORPORATION:

LATIN AMERICAN ASSOCIATION OF
INSURANCE AGENCIES

By:



President

Attest:



Secretary