

No 40000 10391

(Requestor's Name)

— DS.

LAW OFFICES

Florida Immigrant Advocacy Center, Inc.
3000 Biscayne Boulevard, Suite 400
Miami, FL 33137-4129

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

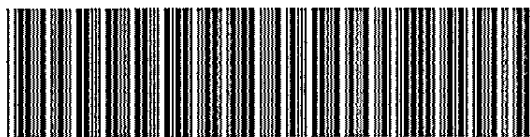
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Of
Florida Immigrant Coalition
A Florida "Not for Profit" Corporation
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as incorporator of a Corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I. Name of Corporation

The name of the Corporation shall be: Florida Immigrant Coalition, Inc.

Article II. Principal Office

The principal place of business and mailing address of this Corporation shall be: 3000 Biscayne Boulevard, Suite 400, Miami, Florida 33137.

Article III. Purpose

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

1. To provide relief to the poor, the distressed and the underprivileged; to lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
2. To educate immigrants and the public about important issues facing Florida's immigrant communities including access to government programs and services.
3. All the foregoing purposes shall be exercised exclusively as charitable and educational 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.

501(c)(3) Limitations

1. CORPORATE PURPOSES:

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities 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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. **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.

4. **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. The Corporation shall file for election using Internal Revenue Service Form 5768 so that any lobbying activities by the Corporation will be recorded by the section 501(h) expenditure test.

5. **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.

6. **"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.

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.

Article IV. Manner of Election

The manner in which directors are elected or appointed shall be stated in the bylaws.

Article V. Initial Directors and/or Officers

Winnie Cantave, 5328 NW 51 Court, Coconut Creek, Florida 33073
Maria Rodriguez, 30210 Southwest 172 Court, Homestead, Florida 33030
Ernesto Sanchez, 3756 Oak Ridge Circle, Weston, Florida 33331

Article VI. Initial Registered Agent and Street Address

The name and Florida Street address of the registered agent is:

Maria Rodriguez, 30210 Southwest 172 Court, Homestead, Florida 33030

Article VII. Incorporator

The name and address of the incorporator is:

Ernesto Sanchez, 3756 Oak Ridge Circle, Weston, Florida 33331

Having been named as a registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

McBryde
Signature/Registered Agent

10-28-04
Date

[Signature]
Signature/Incorporator

10-25-04
Date

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