

N08000001698

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

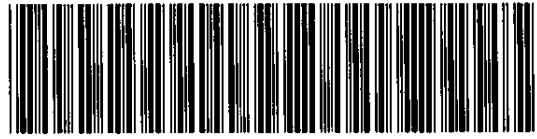
(Business Entity Name)

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08 FEB 19 AM 8:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
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08 FEB 19 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 448843 7148726

AUTHORIZATION :

Spudde man

COST LIMIT : \$ 78.75

ORDER DATE : February 19, 2008

ORDER TIME : 8:58 AM

ORDER NO. : 448843-005

CUSTOMER NO: 7148726

DOMESTIC FILING

NAME: DEMOCRACIA USA, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
DEMOCRACIA USA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLE I: NAME

The name of the corporation shall be: Democracia USA, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
2915 Biscayne Blvd, Suite 210 Miami, Florida 33137

ARTICLE III. PURPOSE

The Corporation is organized for and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). Democracia USA, Inc.'s purpose shall include, but not be limited to, promoting Hispanic civic engagement through nonpartisan voter education and registration activities, leadership skills training, and supporting Hispanic involvement in civic life.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

The Corporation shall have at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. All corporate power shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Directors of the Corporation. The Corporation's Bylaws may provide for members; however the Directors shall have sole voting power.

ARTICLE VI. INITIAL REGISTERED AGENT

The address, including street and number, of the initial registered office of the Corporation is: 2915 Biscayne Blvd, Suite 210 Miami, Florida 33137. The initial registered agent at such address is Jorge Mursuli. The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.

ARTICLE VII. REGULATION OF AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. 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 permitted by section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding section of any future tax code).

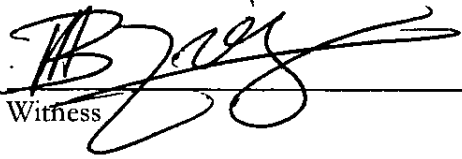
D. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

ARTICLE VIII. INCORPORATOR

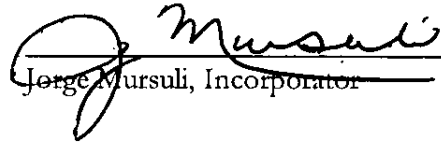
The name and address of the Incorporator is:

Jorge Mursuli
2915 Biscayne Blvd, Suite 210 Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this ____ day of February, 2008.



Witness




Jorge Mursuli, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as 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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent

Dated this 15 day of February, 2008

By 

Jorge Mursuli

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AND
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SECRETARY OF STATE
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