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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
3/14

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Empower Peru Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Mario Weber  
Name (Printed or typed)

11545 SW 90 Street  
Address

MIAMI, FL 33176  
City, State & Zip

305 412 8539  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION OF EMPOWER PERU INCORPORATED

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

### Article 1. Name

The name of the corporation is as follows: Empower Peru Incorporated.

### Article 2. Address

The address of the principal office and the mailing address of the corporation is: 11545 SW 90 Street, City of Miami, Miami-Dade County, State of Florida. **33176**

### Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 11545 SW 90 Street, City of Miami, Miami-Dade County, State of Florida. The name of its initial registered agent at that address is: Mario Weber. **33176**

### Article 4. No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

### Article 5. Not For Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3), as amended (or the corresponding section of any future federal tax laws). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3), as amended (or the corresponding section of any future federal tax laws).

### Article 6. Duration

The duration (term) of the corporation is perpetual.

### Article 7. Purposes And Powers

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of 26 U.S.C.A. § 501(c)(3), as may be amended (or the corresponding section of any future federal tax laws), and for any other lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida as will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), as may be amended (or the corresponding section of any future federal tax laws)

Solely for the above purposes, the corporation shall have the following powers:

#### A.

To conduct a periodic review of the allocation of funds as outlined in the by-laws of the corporation and in accordance with the corporation's purpose.

#### B.

To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

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#### Article 8. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes And Powers) of these Articles.

#### Article 9. Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), as may be amended (or the corresponding section of any future federal tax laws) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and, notwithstanding any other provision hereof, the corporation shall not engage in any activities prohibited by a corporation exempt from Federal income tax under 26 U.S.C.A. § 501(c)(3), as may be amended (or the corresponding section of any future federal tax laws), and its regulations as the same now exist or as they may be hereafter amended from time to time. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3), as amended (or the corresponding section of any future federal tax laws). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### Article 10. Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

#### Article 11. Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors shall be elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### Article 12. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

#### Article 13. Incorporators

The name and street address of each incorporator is as follows: Mario Weber; 11545 SW 90 Street, City of Miami, Miami-Dade County, State of Florida.

#### Article 14. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 15. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

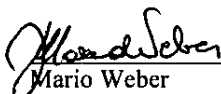
Article 16. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 17. Commencement of Corporate Existence

The date when corporate existence shall commence is March 15, 2008.

In, witness, the undersigned incorporator has signed these articles of incorporation on March 3, 2008.

  
Mario Weber

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1.

Name of the corporation:

Empower Peru Incorporated

2.

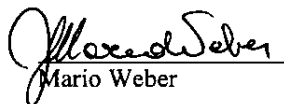
Name and address of the registered agent and office:

Mario Weber

11545 SW 90 Street, City of Miami, Miami-Dade County, State of Florida. 33176

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 3, 2008.

  
Mario Weber

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