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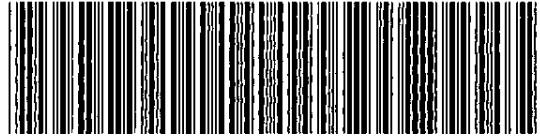
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Imagina Children's Foundation, Inc.  
(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: Lourdes Camarena  
Name (Printed or typed)

4905 Regency Circle  
Address

Boca Raton, FL 33434  
City, State & Zip

561-241-8655  
Daytime Telephone number

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

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Imagina Children's Foundation, Inc

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I  
NAME

The name of this corporation is Imagina Children's Foundation Inc.

ARTICLE II  
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational 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. The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

(a) To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for charitable purposes;

(b) To receive any property, real personal or mixed, under the terms of any will, deed of trust, or other trust instrument for the purposes of the Corporation, and in administering the same to carry out the directions, and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the Income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes", or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the code;

c) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation;

(d) In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

The corporations may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

### **ARTICLE III EXISTENCE**

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

### **ARTICLE IV MEMBERSHIP**

(a ) The regular members of the Corporation shall consist of the Board of Directors. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

### **ARTICLE V LIMITATIONS**

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than three (3) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. The period of dissolution if permitted by law, shall be sixty (60) months from the date of occurrence of the determination to dissolve or dissolution by operation of law.

(f) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI  
Incorporator

The name and address of the subscriber to these Articles of Incorporation is Lourdes Camarena, 4905 Regency Cir. Boca Raton FL 33434.

**ARTICLE VII  
MANAGEMENT**

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of five, provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies. If in the event the vacancy is created by resignation, the resigning Director shall have the authority to nominate a replacement Director. The appointment shall be subject to majority approval by the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Lourdes Camarena	4905 Regency Cir. Boca Raton FL 33434
Alejandra Sierra-De Varona	1341SW 5 <sup>th</sup> . Ave. Boca Raton FI 33432
Monica Perez de Lara	8120 Twin Lake Dr. Boca Ratón FI 33496
Cecilia Ibañez	4407 Woodfield Blvd. Boca Raton FL 33434
Tessie O'Dea	1529 SE 12th. Ct. Deerfield Beach FI 33441

**ARTICLE VIII  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of the corporation is in Boca Raton. The mailing address of the corporation is 4905 Regency Cir. Boca Raton FI 33434.

ARTICLE IX  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 4905 Regency Cir. Boca Raton FL 33434.

The name of the registered agent of this Corporation at the above address is Lourdes Camarena

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE X  
DISSOLUTION

Upon the dissolution of the corporation, assets, shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Lourdes Camarena, Subscriber



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That Imagina Children's Foundation., desiring to organize under the laws of the State of Florida, with its principal place of business at 4905 Regency Cir. Boca Raton, Fl. Has named Lourdes Camarena located at 4905 Regency Cir. Boca Raton, Fl. as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Lourdes Camarena

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED