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COVER LETTER

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

SUBJECT: CEAL USA, 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: Daniel Diaz Leyva
Name (Printed or typed)

500 S. Dixie Highway, Suite 302
Address

Coral Gables, FL 33146
City, State & Zip

305-503-2990
Daytime Telephone number

DanielDiazLeyva@InfanteZumpano.COM
E-mail address: (to be used for future annual report notification)

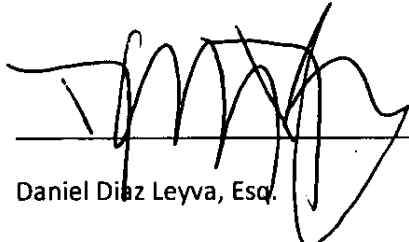
NOTE: Please provide the original and one copy of the articles.

AFFIDAVIT

The undersigned, in his capacity as Secretary and Director of CEAL USA, INC., a Florida corporation ("Company"), hereby certifies that:

1. The Company desires to dissolve its existence and is filing its articles of dissolution concurrently with the execution herewith.
2. The Company does not intend to nor shall it file a revocation of its articles of dissolution.
3. The Company authorizes a newly formed not-for-profit corporation to incorporate using the name CEAL USA, INC.

IN WITNESS WHEREOF, the undersigned has hereunto set his hands this 26th day of March, 2013.




Daniel Diaz Leyva, Esq.
Secretary

13 APR -4 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of March, 2013, by Daniel Diaz Leyva, as Secretary of CEAL USA, INC., a Florida corporation. He is personally known to me.



NOTARY PUBLIC, STATE OF FLORIDA

NOTARY SEAL 

Notary Public State of Florida
Alina M Fadhel
My Commission EE 887497
Expires 01/22/2017

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is: **CEAL USA, Inc.**

Article II. Address

The street and mailing address of the Corporation's initial principal office is:

c/o 500 South Dixie Highway, Suite 302
Coral Gables, FL 33146

Article III. Purpose

The Organization shall be operated to promote the common professional interests of its members, all as contemplated and permitted by Section 501(c)(6) of the Internal Revenue Code, and, in connection therewith, but only to the extent consistent with and in furtherance of that purpose, to promote and advance their platform for entrepreneurs, business owners and high level executives to exchange experiences, promote investment and integration in their region, and to do and engage in any and all activities that may be necessary or incidental to any or all of the foregoing purposes.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

IZHM Services, Inc.
500 South Dixie Highway, Suite 302
Coral Gables, FL 33146

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. 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 provided in Code Section 501(h). the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax

13 APR -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

under Code Section 501(c)(3), 501(c)(6), or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Roberto Zamora, President
Daniel Diaz Leyva, Secretary
Jorge Ortega, Director

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VIII. Incorporator

The name and address of the incorporator is:

Infante Zumpano, LLC
500 South Dixie Highway, Suite 302
Coral Gables, FL 33146

Article IX. Dissolution

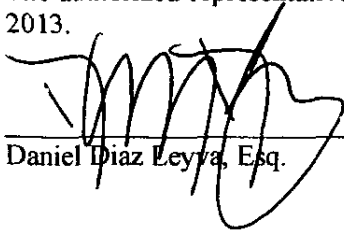
In the event the Corporation shall be dissolved or liquidated, all assets that remain after paying or making provision for payment of all the known debts and liabilities of the Corporation may be distributed among organizations, selected by the Board, which are at the time exempt from Federal Income Tax as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Code and which will continue to use such funds in accordance with Section 501(c)(3) or Section 501(c)(6) of the Code (or the corresponding sections of any future federal tax code), provided that each such organization must continue to qualify as an organization as described in Section 501(c)(3) or Section 501(c)(6) of the Code (or the corresponding sections of any future federal tax code). 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 for such tax exempt purposes and as such court shall determine. In no event shall such remaining assets be distributed to any Director or officer of the Corporation, or inure to the benefit of any private individual.

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13 APR -4 PM 3:24
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Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 26, 2013.

The authorized representative of the incorporator executed these Articles of Incorporation on March 26, 2013.



Daniel Diaz Leyva, Esq.

13 APR -4 PM 3:24
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE


CORPORATION:

IZHM Services, Inc.
500 South Dixie Highway, Suite 302
Coral Gables, FL 33146

REGISTERED AGENT/OFFICE:

IZHM Services, Inc.
500 South Dixie Highway, Suite 302
Coral Gables, FL 33146

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Infante Zumpano, LLC
Daniel Diaz Leyva, Esq.

Dated: March 26, 2013

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TALLAHASSEE FLORIDA

13 APR -4 PM 3:24