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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Centro Espanol Foundation, Inc.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTRO ESPANOL FOUNDATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be CENTRO ESPANOL FOUNDATION, INC.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

<u>Mailing Address</u>	<u>Principal Address</u>
PO Box 4725 Tampa, FL 33677	3208 N Armenia Avenue, Suite B Tampa, FL 33607

**ARTICLE III**

**Term of Existence**

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV**

**Purposes; Restrictions**

(a) Subject to the restrictions set forth in paragraph (b) below, the purposes for which the corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

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(1) No part of the net earnings of the corporation shall inure to the benefit of any member, 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).

(2) No member, 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.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

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ARTICLE V  
Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE VI  
Members

(a) The corporation shall have one class of members.

(b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the corporation.

ARTICLE VII  
Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

John A. Ranon  
1108 N Franklin Street, Unit 508  
Tampa, FL 33602

Arlene Babanats  
3301 W Paris Street  
Tampa, FL 33614

Timothy A. Hunt  
101 E Kennedy Boulevard, Suite 3700  
Tampa, FL 33602

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

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ARTICLE VIII  
Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE IX  
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Florida law.

ARTICLE X  
Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE XI  
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Timothy A. Hunt. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE XII  
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Timothy A. Hunt  
101 E Kennedy Boulevard, Suite 3700  
Tampa, FL 33602

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CENTRO ESPANOL FOUNDATION, INC.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 6<sup>th</sup> day of November 2017.

  
\_\_\_\_\_  
Timothy A. Hunt, Incorporator

CERTIFICATE OF ACCEPTANCE

The undersigned, Timothy A. Hunt, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 6<sup>th</sup> day of November 2017.

  
\_\_\_\_\_  
Timothy A. Hunt, Registered Agent

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