

LAW OFFICERS  
B. J. CUMMINS  
400 S. E. 8th Street  
Fort Lauderdale, Florida 33316

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*N96000004733*

B. J. CUMMINS

September 9, 1996

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: Articles of Incorporation  
Ventana De Broward, Inc.

Ladies/Gentlemen:

Enclosed is the original copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$70.00 representing the filing fee thereon.

Thank you for your cooperation and assistance in this matter.

Sincerely,

  
TARA G. INTRIAGO

TGI/cc  
Enclosure  
95-087



FILED  
56 SEP 11 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
VENTANA DE BROWARD, INC.  
(A Corporation Not For Profit)

FILED  
96 SEP 11 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WE, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of this Corporation shall be VENTANA DE BROWARD, INC., and it shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the by-laws except as restricted herein. The initial principal office of this corporation shall be: 1518 North Dixie Highway, Hollywood, Broward County, Florida 33020.

ARTICLE II - REGISTERED RESIDENT AGENT

The name of the registered agent of this corporation and his address shall be: Tara G. Intriago, Esquire, 400 Southeast Eighth Street, Fort Lauderdale, Florida 33316.

### ARTICLE III - PURPOSE

The purposes for which this corporation is organized are:

- a. A non-profit television show to inform, orientate, and serve the Spanish community by updating the public on events and changes in the community.
- b. To organize a non-profit corporation and to associate together persons, associations and corporations in order to operate exclusively for all objectives described, permitted and limited in Section 501(c)(4) and (d) and 401(a) of the 1954 Internal Revenue Code. For purposes and powers as set forth herein these Articles of Incorporation, references to the provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto.
- c. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein.
- d. To do any and all lawful things for all objectives which are religious, charitable, scientific, literary or educational, and to do any all lawful things pursuant to all objectives and programs of the Economic Opportunity act of 1964, as amended, or any similar Act which is passed by Florida or American Legislature, and pursuant to the purposes of community development, as described, permitted, and limited as tax exempt purposes pursuant to Section 501(c)(4) of the above described Code.

e. To make contributions to any organization described in Section 501(c) and (d) of the above described Code with the exception of organization testing for public safety.

f. To do all lawful things in promotion of social welfare of the people in the community and to bring about civil betterments and social improvements with all methods allowed an organization tax exempt as a social welfare organization, as described, permitted and limited pursuant to Section 501(c)(4) of the above described Code, including as set forth therein the advocacy of rejection of legislation.

#### ARTICLE IV - POWERS

##### Section I:

This corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the by-laws and to possess all rights, privileges, and immunities, and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the tax exempt purposes of the Articles of Incorporation herein.

##### Section II:

This corporation shall not be operated for the purpose of carrying on a trade or business for profit or otherwise engage in any activity which deny tax exemption pursuant to Section 502 of the Code as herein described.

Section III.

This corporation shall not engage in any transaction described and prohibited in Section 503 and 504 of the Code as herein described and pursuant thereto:

a. Any other provisions of this instrument, notwithstanding the directors, shall distribute its income for each taxable year at which time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws;

b. Any other provisions of this instrument notwithstanding the officers and directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1964 or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1964, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of any subsequent tax laws. Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that such compensation be governed by a fiduciary principle of absolute and undivided loyalty to this corporation and

that such compensation does not exceed the compensation received by persons rendering similar kind of services for similar purposes of similar non-profit corporations tax exempt pursuant to Section 501(c)(3) or Section 501(c)(4) of the above described Code and such compensation is reasonable proportional to financial ability of the organization to operate pursuant to its purposes;

c. Any and all funds, property or assets of the corporation may be contributed only for the purposes of this corporation, including contributions to similar tax exempt organizations with similar purposes and similar organizations not declared tax exempt but with similar purposes provided that this corporation retains control and discretion over the funds, property or assets so contributed to said organization not declared tax exempt.

d. No other contributions shall be distributed to any person or persons except to the needy or indigent provided that adequate records and case histories are made of the recipient according to the traditional standards of social service which shall not be less than those of a local tax exempt United Fund Agency or those standards approved by the Office of Economic Opportunity, its successor agency, nor any agency with the same or similar objectives and purposes.

Section IV:

This corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts and other arrangements, with other corporations and associations, for partnership, joint-subsiidiaries, joint-ventures, and for other cooperative relationships, for means of carrying out any and all of the purposes and objectives of this corporation including, but not limited to, the use of the same officers, personnel, methods, means, and agencies, provided that:

a. Such arrangements and operations would not put this corporation, officers and directors in violation of the other provisions of these articles.

b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

Section V:

This corporation shall do any activity permitted an action organization tax exempt as a social welfare organization pursuant to Section 501(c)(3) of the above described Code, provided funds or contributions received by this corporation for purposes pursuant to purposes described in Section 501(c)(3) of the above described Code shall not be used or distributed in any activities prohibited for organizations tax exempt pursuant to Section 501(c)(3) or under applicable federal, state or local laws.

Section VI:

Notwithstanding any provisions of these Articles of Incorporation, this corporation shall not have to exercise any power nor shall it directly or indirectly engage in any activity that would:

1. Prevent it from obtaining exemption from taxation;  
or
2. Cause it to lose exempt status as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as not enforced or hereafter amended.

ARTICLE V - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one 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 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purpose.

ARTICLE VI - TERM OF EXISTENCE

This corporation not for profit shall be perpetual existence.



## ARTICLE VII - MEMBERSHIP

Membership in said corporation shall be attained by fulfilling the requirements as called for in the Articles and/or By-laws of membership.

## ARTICLE VIII - BOARD OF DIRECTORS

### Section I:

A Board of Directors of the VENTANA DE BROWARD, INC., which shall be the Board of Directors of said Corporation shall be composed of not less than five (5) persons, and may be increased in number as the circumstances and wishes of said Corporation may dictate. The Board of Trustees shall have full power, management and supervision over the temporal affairs of said Corporation, subject, however, to the approval of the members of the Corporation in the areas in which the affairs of the Corporation, as dictated in its Articles, Constitution and/or By-Laws.

This corporation shall be operated and governed by a Board of Directors. The by-laws may provide for the extent and limits of their power, duties, and privileges, and further, shall provide for the manner of appointment, qualification, or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of Directors may be provided for in the by-laws but shall at all times not be less than five (5);

b. The Directors may only recommend, with the membership to determine reasonable compensation for services rendered pursuant to Section 3, Article III of these Articles of Incorporation, as set forth in the by-laws.

The Board of Directors shall have power to make, alter or rescind all such by-laws and regulations to rule the business of the corporation as will not be inconsistent with these Articles, or of the laws of the State of Florida.

Section II:

Each association or corporation which is a member shall select one if its members or representative as provided for in the by-laws to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the by-laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
P Alex Pino	1518 North Dixie Highway Hollywood, FL 33020
↓ Annette Pino	1518 North Dixie Highway Hollywood, FL 33020
Miriam Sierra	1518 North Dixie Highway Hollywood, FL 33020
Carmen Lopez	6550 Scott Street Hollywood, FL 33024
Tara G. Intriago	400 Southeast Eighth Street Fort Lauderdale, FL 33316

ARTICLE IX - OFFICERS

The officers of this corporation shall consist of those persons with title and positions as provided for in the by-laws, and further by-laws shall provide for the extend and limits of powers and duties and responsibilities, their manner of qualification, election and manner of appointment, and other matters relating thereto. The names and places of residences of the persons who shall serve as officers until the first annual meeting or as otherwise provided for in the by-laws are as follows:

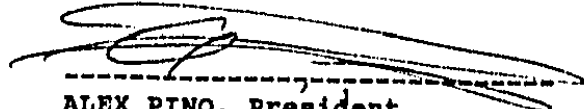
<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Alex Pino	1518 North Dixie Highway Hollywood, FL 33020
Vice President	Annette Pino	1518 North Dixie Highway Hollywood, FL 33020
Treasurer	Annette Pino	1518 North Dixie Highway Hollywood, FL 33020

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation or to the by-laws may be proposed by any Director or member at any regular or special meeting of the Board of Directors to the membership to be presented at the next regular meeting of the Board of Directors, or at a meeting, properly called and noticed, as provided by the by-laws. Amendments shall be made or altered by two-thirds of the Directors or members present at such meeting.

Amendments to the Articles of Incorporation shall be forwarded to the Secretary of State of Florida and approved by him before the same shall become effective.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation on this 9<sup>th</sup> day of September, 1996.

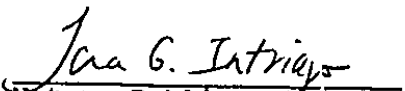
  
ALEX PINO, President

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared ALEX PINO, President, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me the signing of said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 9<sup>th</sup> day of September, 1996.

My Commission Expires:

  
Notary Public, State of Florida

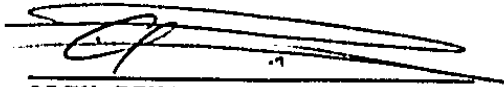


TARA G INTRIAGO  
My Commission CC457810  
Expires May. 01, 1999  
Bonded by HAI  
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That VENTENA DE BROWARD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1518 North Dixie Highway, Hollywood, FL 33020, and has named Tara G. Intriago, located at 400 S.E. Eighth Street, Fort Lauderdale, FL 33316 as its registered agent to accept service of process within Florida.



ALEX PINO  
Title: President  
Date: September 9, 1996

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 and complete performance of my duties.



TARA G. INTRIAGO, ESQUIRE  
Date: September 9, 1996

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA