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DIVISION OF CORPORATIONS
MIAMI, FLORIDA

FLORIDA NON-PROFIT CORPORATION

KIWANIS CLUB COLOMBIAN-AMERICAN OF MIAMI-DADE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 21, 1999

EMPIRE

SUBJECT: KIWANIS CLUB COLOMBIAN-AMERICAN OF MIAMI-DADE, INC.
REF: W99000011961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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Becky McKnight
Document Specialist

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The manner in which directors will be elected shall be stated in the by-laws.

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ARTICLES OF INCORPORATION
OF

KIWANIS CLUB COLOMBIAN-AMERICAN OF MIAMI-DADE, INC.

The undersigned, acting as Incorporators of a corporation pursuant to the provisions of Florida statutes do hereby make, subscribe, acknowledge and adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be **Kiwanis Club Colombian-American of Miami Dade, Inc.**

ARTICLE II

The principal office of the corporation for the transactions of business is to be located within the County of Dade in the state of Florida, c/o the registered agent.

1915 West 8th Avenue, Hialeah, FL 33010

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The purposes for which this corporation is formed are to assist needy persons, particularly young people, to assist worthy youth in attaining vocational excellence and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organization organized for charitable, scientific research or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501©(3) of the Internal Revenue Code and the Regulations thereunder.

Prepared by: Martha Valverde-Accountant
453 NE 210th Terrace, North Miami Beach, FL 33179
(305) 653-9132

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TALLAHASSEE, FLORIDA

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ARTICLE V

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.

ARTICLE VI

The number of directors of this corporation shall be the seven (7) elected officers of the Kiwanis Club Colombian-American of Miami Dade, Inc., and the manner in which directors shall be elected will be stated in the by-laws.

ARTICLE VII

The names and addresses of those chosen to serve as officers until the election and qualification of their successors are:

Alvaro Lozano
President
14220 SW 92nd Avenue
Miami, FL 33176

Hector Marulanda
Vice-President
8487 NW 191st Street
Miami, FL 33015

Myriam Perez
Secretary
11861 SW 94th Street
Miami, FL 33186

Laila Graham
Assistant Secretary
7555 SW 153rd Place, #104
Miami, FL 33193

Martha Valverde
Treasurer
453 NE 210th Terrace(North Pointe)
North Miami Beach, FL 33179

Maria L. Marulanda
Assistant Treasurer
8487 NW 191st Street
Miami, FL 33015

Boris Alvarez
Elected President
18679 NW 77th Place
Miami, FL 33015

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ARTICLE VIII

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE IX

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes, no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

ARTICLE X

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

- (1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.
- (2) A corporation trust, or community chest, fund or foundation:
 - (a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;
 - (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

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© No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

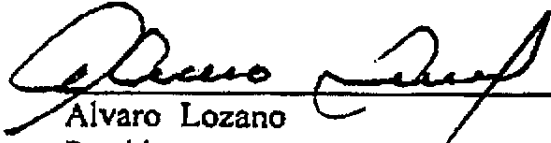
ARTICLE XI

(a) The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable; (b) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe; © whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

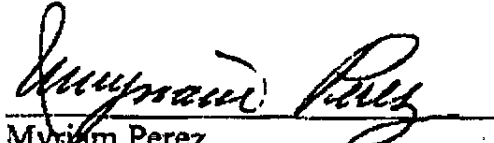
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IN WITNESS WHEREOF the incorporators have hereunto set their
hands this 14 day of May, 1999


Alvaro Lozano
President



Hector Marulanda
Vice-President


Myriam Perez
Secretary


Laila Graham
Assistant Secretary


Martha Valverde
Treasurer


Maria E. Marulanda
Assitant Treasurer


Boris Alvarez
Elected President

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to this provision of section 607.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Kiwanis Club Colombian-American of Miami Dade, Inc**

2. The name and address of the registered agent is:

Alvaro Lozano
1915 W. 8th Avenue
Hialeah, FL 33010

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MIAMI HAVEN, FLORIDA

Having been named as registered agent and to accept services of process for the above-stated corporation at the place designated in this certificate, I hereby 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.

Signature *[Handwritten Signature]*
Date 5/14/99

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