

N19000013018

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000368056 3)))



H190003680563ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

19 DEC 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

El Espacio 23, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

PLEASE
KEEP ORIGINAL
FILE
DATE

Electronic Filing Menu

Corporate Filing Menu

Help

850-617-8381

RECEIVED 12/26/2019 10:02:41 AM PAGE 1/001 Fax Server



December 26, 2019

FLORIDA DEPARTMENT OF STATE
CORPORATE CREATIONS INTERNATIONAL Division of Corporations

SUBJECT: EL ESPACIO 23, INC..
REF: W19000110808

We have received your document for EL ESPACIO 23, INC.. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity listed on the fax cover sheet and the name of the entity listed in the document must be identical. Please amend the document or the fax cover sheet accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Keyna E Page
Regulatory Specialist II

FAX Aud. #: H19000368056
Letter Number: 319A00026119

**Articles of Incorporation
of
EL ESPÀCIO 23, INC.
(a Florida Not for Profit Corporation)**

**Article I.
Name**

The name of the corporation shall be "El Espàcio 23, Inc." (hereinafter referred to as the "Corporation").

**Article II.
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**Article III.
Address of Principal Office**

The street address of the initial principal office and the mailing address of the Corporation is 315 S. Biscayne Blvd., 4th Floor, Miami, FL 33131.

**Article IV.
Purposes**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

**Article V.
Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with

applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

Article VI.
Initial Board of Directors

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jorge M. Perez	315 S. Biscayne Blvd., 4 th Floor Miami, FL 33131
Jon Paul Perez	315 S. Biscayne Blvd., 4 th Floor Miami, FL 33131
Nicholas Perez	315 S. Biscayne Blvd., 4 th Floor Miami, FL 33131

Article VII.
Powers

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

Article VIII.
Limitations

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 the purposes set forth in Article IV hereof.

B. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

Article IX.

Initial Registered Office And Agent

The name of the initial registered agent of the Corporation is Corporate Creations Network, Inc., and the street address of the Corporation's initial registered agent is 801 US Highway 1, North Palm Beach, FL 33408.

Article X.

Incorporator

The name of the sole incorporator of the Corporation is Corporate Creations International Inc. and the address of such incorporator is 801 US Highway 1, North Palm Beach, FL 33408.

Article XI.

Distribution on Dissolution

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing

sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

Article XII.
No Members

The Corporation shall not have Members.

Article XIII.
Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article XIV.
Bylaws

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

Article XV.
Amendment

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

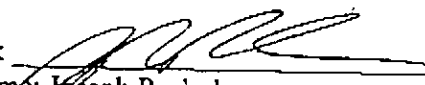
The undersigned executes these Articles of Incorporation of El Espacio 23, Inc. this 23rd day of December, 2019.


Corporate Creations International Inc., Incorporator
By: Joseph Panholzer, Attorney-in-Fact

**Consent of Registered Agent
of
EL ESPÀCIO 23, INC.**

The undersigned, Corporate Creations Network, Inc., having been named as registered agent to accept service of process for a 23, Inc., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

CORPORATE CREATIONS NETWORK, INC.
Registered Agent

By: 
Name: Joseph Panholzer
Title: Special Secretary