

716591

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.

((H23000056457 3)))



H230000564573ABC%

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)617-6380

From:
Account Name : CAPITOL SERVICES, INC.
Account Number : I20160000017
Phone : (855)498-5500
Fax Number : (800)432-3622

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

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES,
NA**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

2023 FEB 13 AM 8:51

FILED

H23000056457

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES, NATIONAL
ASSOCIATION, INC.

(A Florida Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation, not for profit, for educational, informational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do agree to the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be Latin American Association of Insurance Agencies, National Association, Inc.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

This corporation is organized as a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and the general nature of the objects of this corporation shall be:

- a) To protect the rights of its members for the benefit of the consumer through education, information, networking and active participation in the political environment and community service.
- b) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.
- c) This corporation is organized exclusively for a public purpose to conduct its business in a manner as will qualify it as an exempt organization under the provisions of Section 501(c) 6 of the Internal Revenue Code of 1986, as amended; and no part of the corporation's net earnings shall inure to or be for the benefit of any member, director, officer, or individual.

FILED

2023 FEB 13 AM 8:51

H23000056457

ARTICLE IV
PHYSICAL ADDRESS AND MAILING ADDRESS

The physical address of the corporation shall be:

3710 Swallowtail Trace
Tallahassee, Florida 32309

The mailing address of the corporation shall be:

1825 Ponce de Leon Boulevard
Miami, Florida 33134

The Board of Directors may, from time to time, change the mailing address of the corporation.

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent:

Capitol Corporate Services, Inc.
515 East Park Avenue, 2nd Floor
Tallahassee, Florida 32301

ARTICLE VI
MEMBERSHIP

The Corporation shall consist of itself as the parent organization and state, county and municipal chapters along with their "Members" working on behalf of, by and for insurance professionals. There is one (1) category of direct members under the parent organization ("Members"): **AT-LARGE Individual Insurance Professional Members:** individual professional insurance agent or individual insurance industry professional which is not affiliated with a specific Chapter of the association, whose dues are current and who are in good standing ("Members").

The Corporation will be governed by the Officers of the Association which consist of the President, the Immediate Past President, the Vice President, the Treasurer, the Secretary and the Board of Directors. The Officers and Directors will be responsible for all of the Association's functions. At a minimum, the Board of Directors will consist of two (2) Directors and a maximum of six (6), elected for a two (2) year term. No Director shall serve more than four (4) years in the same position, unless an exception is made by resolution approved by 2/3 of existing Board. No more than one (1) Director shall come from the same

H23000056457

FILED

2023 FEB 13 AM 8:51

H23000056457

local chapter organization, unless an exception is made by resolution approved by 2/3 of existing Directors.

No member of the Board of Directors shall vote on any matter which comes before the Board of Directors, which would result in direct monetary gain to the director or any firm, partnership, corporation, or other business enterprise in which the director has any interest.

ARTICLE VII PRESIDENT

The President shall be elected by the Board of Directors pursuant to the procedures set forth in the By-Laws of this corporation.

ARTICLE VIII MANAGEMENT OF CORPORATION

The affairs of the corporation shall be managed by the Board of Directors. The board shall carry out the objectives of the corporation, in compliance with Articles of Incorporation and the By-Laws of the corporation.

The Officers of the Corporation shall be the Executive Committee and shall consist of the President, the Immediate Past President, the Vice President, the Treasurer, and the Secretary. The Executive Committee shall possess the powers that have been specifically delegated to them in writing provided for in the By-Laws.

ARTICLE IX ANNUAL MEETINGS

There shall be at least four meetings of the Board of Directors. The number of any meetings, times, and locations thereof shall be fixed by the By-Laws.

ARTICLE X INDEMNIFICATION

X-1 Mandatory Indemnification – The Association shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

X-2 Permissible Indemnification – The Association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Association, against liability incurred in the proceeding, if the determination to indemnify

FILED

2023 FEB 13 AM 8:51

H23000056457

him or her has been made in the manner prescribed by law and payment has been authorized in a manner prescribed by law.

X-3 Advance for Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

- a. A written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- b. An undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

X-4 Indemnification of Officers, Employees and Agents – An Officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an Employee or Agent of the Association who is not a Director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI **AMENDMENTS**

The corporation may amend, alter, or repeal any provision of the Articles of Incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE XII **BY-LAWS**

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds (2/3) vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws, as adopted in this manner, may be altered, rescinded, or amended by a two-thirds (2/3) vote of any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting, at which a vote upon such proposal is to be taken.

H23000056457

FILED

2023 FEB 13 AM 8:51

H23000056457

ARTICLE XIII
DISSOLUTION

In the event it becomes necessary to dissolve this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to one or more exempt organizations recognized under Section 501(c) 3 of the United States Internal Revenue Code. None of these assets will be distributed by or to any member, officer, or director of this corporation or any other entity.

ARTICLE XIV
BOARD OF DIRECTORS

The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Javier Naranjo	1825 Ponce de Leon Blvd Miami, FL 33134	President
Lissette Perez	1825 Ponce de Leon Blvd Miami, FL 33134	Immediate Past President
Robin Lewis	1825 Ponce de Leon Blvd. Miami, FL 33134	Vice-President
Enrique Perez Blanco	1825 Ponce de Leon Blvd Miami, FL 33134	Treasurer
Barry Sanders	1825 Ponce de Leon Blvd Miami, FL 33134	Secretary
Al Mendez	1825 Ponce de Leon Blvd Miami, FL 33134	Director
Shelby Morena	1825 Ponce de Leon Blvd Miami, FL 33134	Director
Juan Carlos Diaz Padron	1825 Ponce de Leon Blvd Miami, FL 33134	Director
Daniel Ginden	1825 Ponce de Leon Blvd Miami, FL 33134	Director

FILED
2023 FEB 13 AM 8:51
CLERK OF DISTRICT COURT
MIAMI, FL

H23000056457

H23000056457

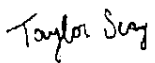
DESIGNATION OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes: Latin American Association of Insurance Agencies, National Association, Inc., a corporation not for profit, organized under the laws of the State of Florida, with its mailing address at 1825 Ponce de Leon Boulevard, Miami, Florida 33134, has named Capitol Corporate Services, Inc., located at 515 East Park Avenue, 2nd Floor, Tallahassee, Florida 32301, as its agent to accept service of process within this State.

By: 
President

ACCEPTANCE

I agree, as registered agent, to accept service of process; to keep the offices open during prescribed hours; and to post my name (and any other officers of said corporation authorized to accept service of process) at the above Florida designated address in some conspicuous place in the office as required by law.


Taylor Seay, Asst. Secretary
Designated Registered Agent

FILED**2023 FEB 13 AM 8:52****CLERK OF STATE
TALLAHASSEE, FL**

H23000056457

H23000056457

CORPORATE RESOLUTION

I, Javier Naranjo, President of Latin American Association of Insurance Agencies, do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of six pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the 18th day of January, 2023. Any amendments included herein have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

NAME OF CORPORATION:

LATIN AMERICAN ASSOCIATION OF INSURANCE
AGENCIES

By:

President

Attest:

Secretary

CLERK OF COURT
TALLAHASSEE, FL

2023 FEB 13 AM 8:52

FILED

H23000056457