

# N000000000356

LAW OFFICE

*Antonio E. Alonso*

FIRST UNION BANK OF CORAL WAY  
1699 CORAL WAY, SUITE 315  
MIAMI, FLORIDA 33145

TELEPHONE:  
(305) 858-7452

FAX:  
(305) 856-1959

January 4, 2000

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-01/11/00--01039--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of **FRATERNIDAD DE LOS PULPOS, INC.**  
**(THE FRATERNITY OF OCTOPUS, INC.)** (a Corporation Not for Profit)

Dear Gentleman or Madam:


Enclosed please find our office account check in the amount of \$78.75, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315  
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,

  
ANTONIO E. ALONSO, ESQ.

\$ 35.00 - Filing Fees  
8.75 - Certified Copy  
35.00 - Registered Agent Designation  
\$ 78.75

FILED  
00 JAN 11 PM 12:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FRATERNIDAD DE LOS PULPOS, INC.**  
**(THE FRATERNITY OF OCTOPUS, INC.)**  
**(A Corporation Not for Profit)**

00 JAN 11 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

WE, the undersigned, with other persons being desirous of forming a corporation for sports and arts purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

**NAME**

The name of the corporation shall be **FRATERNIDAD DE LOS PULPOS, INC., (THE FRATERNITY OF OCTOPUS, INC.)**, A Corporation Not for Profit.

**ARTICLE II**

**PURPOSES**

The objects and purposes proposed to be transacted, promoted and carried on, are; To form a Social Cultural Center, a medical research, a fraternal beneficiary society to provide for the payment of life, sick, accident or other benefits to their members or dependents and any other non-profit activities permitted under the Law of the United States and of the State of Florida.

**ARTICLE III**

**QUALIFICATION OF MEMBERS**

The membership of the corporation shall consist of persons who qualify to the requirements set up by the officers on a non discriminating basis. Admission to membership shall be upon approval by 75% vote of the existing members.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE V**

##### **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ANGEL GONZALEZ VALDES, M.D.	7410 S.W. 38th Street Miami, Florida 33155
OTTO GARCIA, M.D.	9998 S.W. 18th Street Miami, Florida 33165
ELOINA GARCIA, M.D.	9998 S.W. 18th Street Miami, Florida 33165
ISRAEL A. HERNANDEZ, M.D.	15412 S.W. 43rd Lane Miami, Florida 33185
MARIO ORTEGA, M.D.	9200 S.W. 70th Street Miami, Florida 33173
FERNANDO PINO, M.D.	9020 S.W. 68th Terrace Miami, Florida 33173

## **ARTICLE VI**

### **OFFICERS**

The officers of the corporation shall be a President, a Secretary, a Treasurer and other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<b><u>NAME</u></b>	<b><u>OFFICERS</u></b>
MARIO ORTEGA, M.D.	President
MANUEL TRIANA, M.D.	Vice-President
ISRAEL HERNANDEZ, M.D.	Secretary
FERNANDO N. PINO, M.D.	Vice-Secretary
ANGEL GONZALEZ VALDES, MD.	Treasurer
MARIANO SERRANO, M.D.	Vice-Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

9200 S.W. 70th Street  
Miami, Florida 33173

The name of the initial registered agent of this corporation at that address is:

MARIO ORTEGA

**ARTICLE VIII**

**MAILING ADDRESS**

The mailing address of the corporation is:

9200 S.W. 70th Street  
Miami, Florida 33173

**ARTICLE IX**

**BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual hearing and meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL GONZALEZ VALDES, M.D.	7410 S.W. 38th Street Miami, Florida 33155
OTTO GARCIA, M.D.	9998 S.W. 18th Street Miami, Florida 33165
ELOINA GARCIA, M.D.	9998 S.W. 18th Street Miami, Florida 33165
FIDEL A. HERNANDEZ, M. D.	409 S.W. 5th Terrace Miami, Florida 33174
HERIBERTO HERNANDEZ, M.D.	2754 S.W. 34th Court Miami, Florida 33133

ISRAEL A. HERNANDEZ, M.D.

15412 S.W. 43rd Lane  
Miami, Florida 33185

FRANK LAVERNIA, M.D.

7701 S.W. 81st Avenue  
Miami, FLorida 33143

JORGE NAYA, M.D.

1630 S.W. 126th Place  
Miami, Florida 33175

MARIO ORTEGA, M.D.

9200 S.W. 70th Street  
Miami, Florida 33173

FERNANDO PINO, M.D.

9020 S.W. 68th Terrace  
Miami, Florida 33173

CARLOS M. SERRANO, M.D.

9735 N.W. 52nd Street, #216  
Miami, Florida 33178

MANUEL TRIANA, M.D.

8903 S.W. 78th Place  
Miami, Florida 33156

#### **ARTICLE X**

##### **BY-LAWS**

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

#### **ARTICLE XI**

##### **AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the corporation

called for the purpose by a two thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the By-Laws of intention to submit such amendments.

## **ARTICLE XII**

### **NON-PROFIT STATUS**

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the State of Florida governing proper payments for non-profit corporations.

## **ARTICLE XIII**

### **INDEBTEDNESS**

The highest amount of indebtedness of liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

## **ARTICLE XIV**

### **DUES**

The amount of yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

## **ARTICLE XV**

### **POWER**

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase or bequest, and hold and dispose of such property as the corporation shall require, for the benefit of the members and not for pecuniary profit. It shall also have the right and the power to sell or dispose of any assets of the corporation, including publication rights to any

articles or publications approved by the corporation. In order to promote the purposes of this corporation, it may engage in any legal business activity for purposes of raising revenue for the herein non profit corporation. These powers do not exclude the powers enumerated in FS 617.021.

#### **ARTICLE XVI**

##### **MEETINGS**

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the By-Laws.

The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meeting and shall provide notice of all such meetings.

Fifty per cent plus one of the members shall constitute a quorum for the holding of any meeting.

#### **ARTICLE XVII**

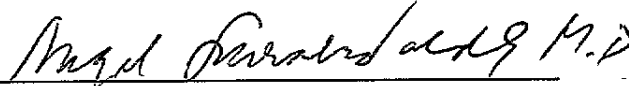
##### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**


No person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or to the Federal Government, or to the State or local government, for a public purpose, which said purpose shall be in conformity with the purpose of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals on this 29th day of November, 1999, for the

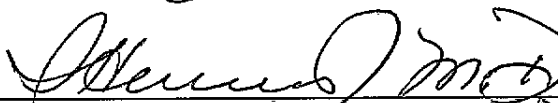


purpose of forming this corporation not for profit under the laws of the State of Florida.

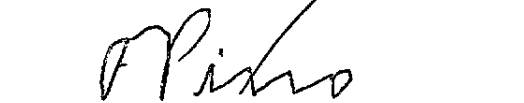
  
INCORPORATOR: ANGEL  
GONZALEZ VALDES

  
INCORPORATOR: OTTO GARCIA

  
INCORPORATOR: ELOINA GARCIA

  
INCORPORATOR: ISRAEL A.  
HERNANDEZ

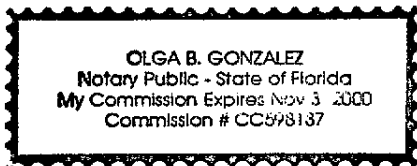
  
INCORPORATOR: MARIO ORTEGA

  
INCORPORATOR: FERNANDO  
PINO

STATE OF FLORIDA                    )  
  ( SS  
COUNTY OF MIAMI-DADE        )

**BEFORE ME**, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **ANGEL GONZALEZ VALDES**, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Drivers License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in  
the State and County aforesaid, this 29th day of November, 1999.



A handwritten signature in cursive script, enclosed within an oval shape.

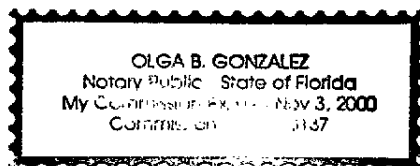
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

STATE OF FLORIDA                     )  
  (SO  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a notary public, authorized to take acknowledgment in the State and  
County, set forth above, personally appeared **OTTO GARCIA**, known to me and known to be  
the persons who executed the foregoing Articles of Incorporation and he acknowledged before  
me that he executed these Articles of Incorporation, that I relied upon the following form(s) of  
identification of the above-named person(s): Valid Driver's License and that an oath (was)  
(was not) taken.

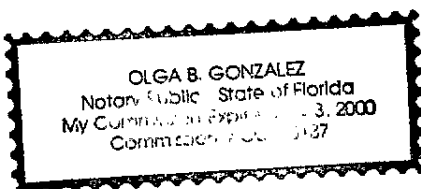
IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in  
the State and County aforesaid, this 29th day of November, 1999.



A handwritten signature in cursive script, enclosed within an oval shape.

NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

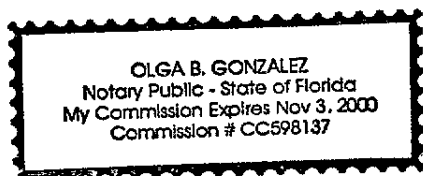
My Commission Expires:




STATE OF FLORIDA                     )  
  (SO  
COUNTY OF MIAMI-DADE             )

**BEFORE ME**, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **ELOINA GARCIA**, known to me and known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Driver's License and that an oath (was) (was not) taken.

**IN WITNESS WHEREOF**, she has hereunto set her hands and affixed her official seal, in the State and County aforesaid, this 29th day of November, 1999.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

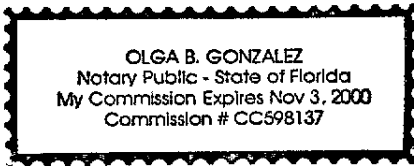
My Commission Expires:

STATE OF FLORIDA                     )  
  (SS  
COUNTY OF MIAMI-DADE             )

**BEFORE ME**, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **ISRAEL A. HERNANDEZ**, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he

acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, this 29th day of November, 1999.



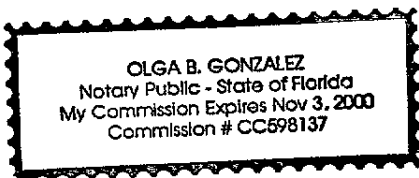
  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

STATE OF FLORIDA                     )  
  ) ( SS  
COUNTY OF MIAMI-DADE            )

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **MARIO ORTEGA**, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, this 4th day of January, ~~1999~~ <sup>2000</sup>.



  
NOTARY PUBLIC, STATE OF FLORIDA

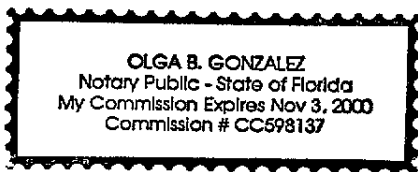
AT LARGE

My Commission Expires:

STATE OF FLORIDA                     )  
  ( SS  
COUNTY OF MIAMI-DADE            )

**BEFORE ME**, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **FERNANDO PINO**, known to me and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid F.I.D. Driver's License and that an oath (was) (was not) taken.

**IN WITNESS WHEREOF**, she has hereunto set her hands and affixed her official seal, in the State and County aforesaid, this 29th day of November, 1999.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

**CERTIFICATE OF REGISTERED AGENT**

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
**MARIO ORTEGA**  
Registered Agent

Dated: JANUARY 4, 2000