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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**spes foundation, inc.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 6, 2000

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SUBJECT: SPES FOUNDATION, INC.  
REF: W00000005858

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ARTICLES OF INCORPORATION  
OF  
SPES FOUNDATION, INC.  
FLORIDA NONPROFIT CORPORATION

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

Then name of this corporation is SPES FOUNDATION, INC.

The principal office of this corporation is:

4800 S.W. 8<sup>th</sup> Street  
Miami, Florida 33134

The mailing address of this corporation is:

4800 S.W. 8<sup>th</sup> Street  
Miami, Florida 33134

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TALLAHASSEE, FLORIDA

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational, religious and charitable purposes and for all other purposes, functions and activities permitted pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

THIS DOCUMENT PREPARED BY:

Howard E. Kurzweil, Esq.  
Howard E. Kurzweil, P.A.  
2151 Le Jeune Road, Mezzanine  
Coral Gables, Florida 33134  
Florida Bar No. 284416  
Phone: (305) 442-7084

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**H00000009832****ARTICLE IV****GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To provide medical care and treatment, educational and recreational opportunities to persons unable to pay the costs of the same.
- C. To operate exclusively in any other manner for such religious charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE V****LIMITATIONS**

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible

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under Section 170 (c)(2) of such Code and (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### **ARTICLE VI**

##### **NON STOCK NON MEMBERSHIP ORGANIZATION**

This Corporation shall be a non-stock non-membership organization governed by its Board of Directors, as more fully described in the By-Laws. Accordingly it shall have no members.

#### **ARTICLE VII**

##### **MANAGEMENT OF CORPORATE AFFAIRS**

- A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be three (3), provided however, that such number may be increased or decreased not less than that number as required by Florida Statutes.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors until the qualification of the successors in office. Annual meetings shall be held as provided in the By-Laws.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to unanimous written consent of the Board of Directors without a meeting, and that the Articles

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of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

MOISES E. HERNANDEZ

118 Malva Court  
Coral Gables, Florida 33143

ANA M. HERNANDEZ

118 Malva Court  
Coral Gables, Florida 33143

MANUEL F. VERGARA

7128 S.E. Rivers Edge Road  
Jupiter, Florida 33458

ROSA M. VERGARA

7128 S.E. Rivers Edge Road  
Jupiter, Florida 33458

- B. Corporate Officers. The Board of Directors shall elect the following officers: Chairman, Vice Chairman, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. An individual may hold more than one (1) office. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

#### ARTICLE VIII

##### EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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- C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law)
- D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **ARTICLE IX**

##### **DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X**

##### **SUBSCRIBERS**

The names and residence addresses of the Subscribers of this Corporation are as follows:

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MOISES E. HERNANDEZ

118 Malva Court  
Coral Gables, Florida 33143

ANA M. HERNANDEZ

118 Malva Court  
Coral Gables, Florida 33143

MANUEL F. VERGARA

7128 S.E. Rivers Edge Road  
Jupiter, Florida 33458

ROSA M. VERGARA

7128 S.E. Rivers Edge Road  
Jupiter, Florida 33458**ARTICLE XII****AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws. The power to make, alter, amend, repeal adopt the By-Laws of this Corporation shall be used in the Board of Directors.

**ARTICLE XIII****DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XIV****REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be:

4800 S.W. 8<sup>th</sup> Street  
Miami, Florida 33134

and the name of its registered agent at said address shall be

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Moises E. Hernandez.

Moises E. Hernandez



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The Registered Agent and/or the office may be changed as otherwise permitted by the Secretary of State.

**ARTICLE XV  
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this Corporation.

We the undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 24 day of February, 2000.

WITNESSED BY:

Howard E. Kirsch

Howard E. Kirsch  
(Please Print Name)

Katrina B. Sicre

Katrina B. Sicre  
(Please Print Name)

Howard E. Kirsch

Howard E. Kirsch  
(Please Print Name)

Katrina B. Sicre

Katrina B. Sicre  
(Please Print Name)

Moises E. Hernandez  
Moises E. Hernandez, Subscriber and  
Incorporator

Ana M. Hernandez  
Ana M. Hernandez, Subscriber and  
Incorporator

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Howard E. KarmelHoward E. Karmel

(Please Print Name)

Katina B. SicreKatina B. Sicre

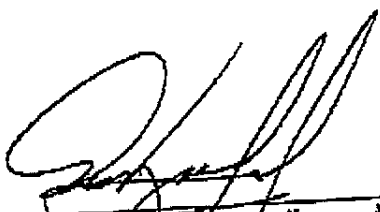
(Please Print Name)

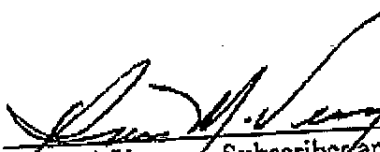
Howard E. KarmelHoward E. Karmel

(Please Print Name)

Katina B. SicreKatina B. Sicre

(Please Print Name)

  
 Maquet F. Vergara, Subscriber and  
 Incorporator

  
 Rosa M. Vergara, Subscriber and  
 Incorporator

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

  
 Moises E. Hernandez, Registered Agent

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

BEFORE ME, the undersigned authority, personally appeared Moises E. Hernandez and Ana M. Hernandez, to me known to be the persons who have executed the foregoing Articles of Incorporation and they acknowledge to and before me that they have executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day  
 of February, 2000.

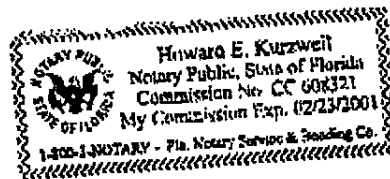
NOTARY PUBLIC:

Howard E. Kurzweil

(Please Print Name)

State of Florida at Large.

My Commission Expires:



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

BEFORE ME, the undersigned authority, personally appeared Manuel F. Vergara and Rosa M. Vergara, to me known to be the persons who have executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day  
 of February, 2000.

NOTARY PUBLIC:

Howard E. Kurzweil

(Please Print Name)

State of Florida at Large.

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My Commission Expires:

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