

FROM : ROSILLO & ASSOCIATES, P.A.
Division of Corporations

PHONE NO. : 305 477 2640

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Florida Department of State
Division of Corporations
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Account Name : ROSILLO & ASSOCIATES, P.A.
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Miami Mosaic Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
Miami Mosaic Foundation, Inc.

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00 MAY 19 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as incorporator of a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Miami Mosaic Foundation, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date these articles are accepted by the Secretary of State.

ARTICLE III - GENERAL AND SPECIFIC PURPOSE

The purpose for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A. The Corporation is incorporated as a nonprofit corporation, organized exclusively for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- B. 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.
- C. The specific purpose for which the Corporation is organized is to promote Miami-Dade County nationally and internationally as an educational center, a place to learn Spanish and as an educational resource center for teachers, professors, and students to learn more about the Latin culture, tradition, politics of all the countries of Latin America, as well as to promote and advance educational activities fostering the elimination of prejudice and discrimination.
- D. In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- E. Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue code (or corresponding section of any future Federal tax code.)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

- F. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV - STOCK

The Corporation is to be organized on a non-stock basis.

ARTICLE V - MEMBERSHIP

The qualifications for members, and the manner of their admissions, rights, duties, and obligations, if any, shall be regulated by the Bylaws for this Corporation.

ARTICLE VI- DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the 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. Such assets may also be distributed to the Federal Government, or to a State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

5935 SW 64 Avenue
South Miami, FL 33143

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ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the board of the Corporation as provided for in the Bylaws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.
- B. Elections and appointments of Directors shall be held in the manner, and at such time as prescribed in the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal, death of any such Director, or for any reason whatsoever, such vacancy shall be filled in at such time and in such manner as prescribed in the Bylaws..
- C. Officers: The Officers of the Corporation shall be appointed and selected as my be prescribed in the Bylaws of the Corporation.

ARTICLE IX - INITIAL REGISTERED AGENT

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

8600 NW 53rd Terrace, Suite 201
Miami, FL 33166

and the name of the initial registered agent at that address is:

Frank Rosillo

ARTICLE X - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

Louise Harber
5935 SW 64 Avenue
South Miami, FL 33143

ARTICLE XI - 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 or any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto.

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FROM : ROSILLO & ASSOCIATES, PA

PHONE NO. : 3054772640

May. 19 2000 12:42PM P5

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that Miami Mosaic Foundation, Inc., desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named Frank Rosillo, as its agent to accept service of process within this state, whose address is:

8600 NW 53rd Terrace, Suite 201
Miami, FL 33166

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


Frank Rosillo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 19 PM 4: 04

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FROM : ROSILLO & ASSOCIATES, PA

PHONE NO. : 3054772640

May. 19 2000 12:42PM P6

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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 ____ day of _____, 2000.

WITNESSED BY:

P. Rosillo
Witness
Aggie L. Bonney
Witness

[Signature]
Subscriber
Print Name: Louise Harber
[Signature]
Registered Agent
Print Name: FRANK Rosillo

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00 MAY 19 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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