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FLORIDA NON-PROFIT CORPORATION

avatar foundation, inc.

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ARTICLES OF INCORPORATION

AVATAR FOUNDATION, INC.

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The undersigned acting as Incorporator of a corporation under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**NAME:** AVATAR FOUNDATION, INC. shall be the name of this corporation.

**LOCATION:** The place in this state where the principal office of this corporation is located is Miami, Dade County, Florida. 3095 N.W 7th St. 33125

**PURPOSE:** The purpose is to engage in any activities or business permitted under the Florida Not for Profit Corporation Act.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 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 members, trustees, officers, or other private persons, excepts the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article third hereof. 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. 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 tax code.

**POWERS:** The corporation shall have the following powers:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

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3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not For Profit"
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
5. Adopt, change, amend and repeal by laws not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase by a vote of its members cast as the bylaws may direct, the number of its directors, managers or trustees so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of allure any of its property, franchises or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, on any interest therein, wherever situated.
10. Acquire, enjoy utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell mortgages, lend pledge or otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit association, partnerships or individuals, or direct or indirect obligations of the United States or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

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15. Provide humanitarian assistance especially the donation of medicines, medical supplies, and medical services as well as donate foods and nutritional products.
16. Promote cultural, religious, educational, scientific, and commercial exchange programs and events.
17. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
18. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign provided that the surviving corporation is a corporation not for profit.

**DURATION:** This corporation shall have perpetual existence. Corporate existence shall commence at the time of filing of these Articles by the Department of State of Florida.

**MEMBERS AND QUALIFICATIONS:** The qualification for members and the manner of their admission shall be stated and regulated by the Bylaws of the corporation.

**INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

Dr. Armando Lopez  
3095 NW 7<sup>TH</sup> ST.  
MIAMI, FLA. 33125

**INITIAL BOARD OF DIRECTORS:** This corporation shall have three directors initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but there shall never be less than three directors.

The name and address of the three initial directors of this corporation are:

Dr. Armando Lopez  
3095 NW 7<sup>th</sup> St.  
Miami, Fla. 33125

Dr, Kay McClanahan  
6 Vinegar Hill  
Heber Springs, Ar. 72543

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Dr. Diana Vargas  
9971 SW 40<sup>th</sup> St.  
Miami, Fla. 3316

**INCORPORATOR:** The name and address of the incorporator signing these Articles of Incorporation is:

Claudia Gonzalez 3135 SW 98<sup>th</sup> Ct. Miami, Fla. 33165

**AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto in any and as many respects as may be desired. If such amendment contains only such provisions as might be lawfully contained in the original articles of incorporation filed at the time of making such amendment.

**DISSOLUTION:** This corporation may be dissolved pursuant to the provision of Florida Statute, section 617.05 of the Florida Not for Profit Corporation Act.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Or corresponding section of any future federal tax code, or shall be distributed to an organization exempt under the Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS HEREOF, the undersigned incorporator has executed these Articles of Incorporation the 3<sup>rd</sup> day of July, 2000

  
Claudia Gonzalez  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared  
To me known to be the person who executed the foregoing Articles of Incorporation  
and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of  
~~June~~ July 2000

NOTARY PUBLIC STATE OF FLORIDA AT LARGE NOTARY SEAL



AMAURY PEREZ  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC245445  
EXPIRES 02/25/2004  
BONDED THRU AEA 1-588-NOTARY1

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that AVATAR FOUNDATION, INC

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named ARMANDO E. LOPEZ

located at 3095 N.W. 7th St.

City of MIAMI County of DADE State of Florida,

as its agent to accept service of process within this state.

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

SIGNATURE Armando E. Lopez  
Registered Agent

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