

N000000004713

Ft Lauderdale, Florida April 3, 2000

Dept. Of State Of Corporations
P.O. Box 6327
Tallahassee, Florida

FILED
00 JUL 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: ProColombia Unida Corp.
(proposed corporate name)

Dear Sirs:

Please find attached herewith one (1) original and one copy of the article of incorporation and a check in the amount of \$ 87.50 paying for:

100003322031--9
-07/13/00--01047--008
*****78.00 *****78.00

Filing fee for new corporation	\$70.00
Certified copy	\$ 8.75
Certificate of Status	\$ 8.75
Total	<hr/> \$87.50

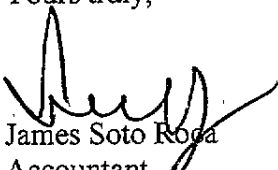
I thank you in advance for your kind help on this matter.

Yours truly,

JAMES SOTO

(954) 581-2048

Director


James Soto Roca
Accountant
P.O.Box 291121-1121
Davie-FL 33329

PROCOLOMBIA UNIDA

Accounting Service, Notary, Immigration Forms
Community Service

1876 N. University Drive
Suite 101 D
Plantation, FL 33322
Mercedes Executive Plaza

Office (954) 577-8669
Pager (954) 808-1397
Fax (954) 577-8670
wroca@bellsouth.net

Procolombia Unidad
Mercedez Executive Plaza
1876 N University Dr, Suite 101-D
Plantation FL 33322
(954) 577-8669

7/18 Per James Soto
OK to make correction
for filing purposes

W - 17733

LR 7/18

ARTICLES OF INCORP
PRO-COLOMBIA UNIDA CORP.

FILED
00 JUL 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, pursuant to Chapter 617, Florida Statutes, hereby associate ourselves and our successors for the purpose of becoming a corporation not profit under the laws of The State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be PRO-COLOMBIA UNIDA CORP.
1878 N University Dr, Ste 101-D
Sunrise, FL 33322

ARTICLE II
PURPOSE

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general objectives shall be:

To foster the involvement of the private business community in the development of **training and employment** programs **and** to carry on any and all activities, projects and work necessary to achieve **that** purpose.

To establish a nongovernment postsecondary, vocational technical, trade and business school to be named for the purpose of offering instruction of any kind leading to occupational objectives in business, management, trade, technical or other vocational education, preparing individuals for occupations that will lead to employment in that occupation.

To conduct other such activities that are consistent with, or related in any way with **the objectives and purpose of this organization.**

ARTICLE X

MEETINGS

1. An annual meeting of the Corporation shall be held each year, not later than October 1, at such time and place as may be designated by the Board of Directors. At or prior to the annual meeting there shall be made or posted an address by the Chairperson on the state of the Corporation, reports of the proceedings of the Board of Directors since the last annual meeting, reports of officers, committees, and recommendations submitted in connection with these reports.
2. Special meetings of the Corporation may be held at such times and places as may be determined by the Board of Directors. The Secretary shall call a special meeting of the Corporation upon petition filed by not less than one-third (1/3) of the members of the Board of Directors and such special meeting shall be called within twenty (20) days after the petition is filed with the Secretary. The business to be transacted at a special meeting shall be specified in the call, which shall include the business set forth in the petition and such other matters as may be specified by the Board of Directors.
3. At least ten (10) days written notice of all special meetings of the Corporation shall be given to the Board of Directors.

ARTICLE XI

FISCAL CONTROL

1. **INITIAL BUDGET:** The initial budget of the Corporation shall be adopted by the Board of Directors at a regular or special meeting, sitting as a committee of the whole, on or before April 15, 1979. All subsequent budgets and their amendments shall be adopted as provided in paragraph 2,3,4, and 5 of this Article.
2. **BUDGET COMMITTEE:** The Chairperson-elect, with the approval of the Board of Directors, shall appoint a Budget Committee consisting of not less than five (5) members of the Board of Directors whose responsibility shall be the budget for the fiscal year during which the Chairperson-elect shall serve as Chairperson. The term of office of such Committee shall be for the two years in which the Chairperson-elect making the appointment shall serve as Chairperson-elect and as Chairperson.
3. **TENTATIVE BUDGET OF BUDGET COMMITTEE:** At a meeting to be held not later than April 7 preceding the fiscal year for which the budget is to be prepared, the Budget Committee shall hear and receive suggestions from members of the Board of Directors for the preparation of the budget for the Corporation for the succeeding fiscal year. After consideration of the suggestions received, the Budget Committee shall prepare a tentative budget for the succeeding final year, which shall be filed with the Secretary within fifteen (15) days after the said meeting of the Budget Committee.
4. **ADOPTION OF BUDGET:** The Board of Directors, after considering the tentative budget

prepared by the Budget Committee, shall adopt said budget, with such amendments as may be made by majority vote of the Board of Directors, at the regular July meeting of the Board of Directors.

ARTICLE III **EXISTENCE**

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV **MEMBERS**

The Corporation shall have only members as designed as directors. Any individual who subscribes to the purpose and basic policy of the Corporation may be elected as a director of the Corporation by the Board of Directors subject only to compliance to the provisions of the By-Laws. Membership in the Corporation shall be available without regard to sex, race, color, creed or national origin.

ARTICLE V **SUBSCRIBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
James Soto Roca	5070 SW 24 Street Ft Lauderdale-Fl 33317
Aurelio Torres	4011 SW 24 Ct Miami, Florida 33317
Costanza Garcia	Miami, Florida 33317

ARTICLE VI **OFFICERS**

1. The officers of the Corporation shall be a Chairperson, a Chairperson-elect, a Secretary, a Treasurer and such Assistant Secretaries and Assistant Treasurers as may be designated in the manner prescribed by the By-Laws.
2. The Chairperson-elect shall be elected each year in the manner prescribed by the By-Laws, and shall take office as Chairperson-elect for the following year at the conclusion of the annual meeting following election to office. The Chairperson-elect shall take office as Chairperson at the conclusion of the annual meeting following his term as Chairperson-elect.

3. The officers shall be elected or designated each year in the manner prescribed by the By-Laws, and shall take their respective offices for the following year at the conclusion of the annual meeting following election or designation to office.

4. In the event the Chairperson is absent or unable to act, his or her duties shall be performed by the Chairperson-elect; and in the event of the death or resignation of the Chairperson, the Chairperson-elect shall serve as the Chairperson during the remainder of the term of the office thus vacated, and thus shall serve as Chairperson for the term for which he or she was elected. In the event of the death or disability of both the Chairperson and the Chairperson-elect, the Board of Directors shall elect an Acting Chairperson to hold office until the succeeding annual meeting.

5. The officers shall be entitled to vote on matters of business coming before the Board of Directors for consideration.

OFFICERS ARTICLE VII **TEMPORARY**

The names of the officers who are to manage the affairs of the Corporation until the next election shall be as follows:

<u>NAME:</u>	<u>OFFICE:</u>
James Soto Roca	Chairman
Costanza de Garcia	Secretary
Aurelio Torres	Treasurer

ARTICLE VIII **BOARD OF DIRECTORS**

1. The number of persons constituting the first Board of Directors is thirty (30). The number of directors may be changed by the By-Laws, but shall never be less than three (3).

ARTICLE IX **COMMITTEES**

1. The Board of Directors may create such standing committees as it may deem desirable.
2. The powers and duties of all standing committees shall be prescribed by the By-Laws. The Board of Directors may, in its discretion, provide that members of such committees shall serve for staggered terms.
3. The Chairperson, with the approval of the Board of Directors, shall appoint the standing

committee as specified in the By-Laws, including an Executive Committee composed of the Chairperson and not less than three (3) nor more than five (5) other members of the Board of Director, and such special committees as he or she may deem desirable.

4. The Executive committee shall have the power to act upon such matters as may arise and require disposition between meetings of the Board of Directors. Actions taken by the Executive Committee shall be in harmony with the policies as established by the Board of Directors, and shall be subject to confirmation by the Board of Directors.

5. **AMENDMENT OF THE BUDGET:** The Board of Directors, at its discretion from time to time, may amend the budget in order to provide funds for needed expenditures; provided, however, that the total increases made in the items of the budget, including new items created by such amendments, shall not exceed ten (10%) percent of the total income of the Corporation for the current fiscal year as anticipated at the time of the amendment. If a proposed amendment shall cause the total of increases in items of the budget made by the amendment to exceed such limitation, the same may be adopted provided two-thirds (2/3) of the members of the Board of Directors in attendance at the meeting approve to exceed such limitation.

6. **APPROPRIATIONS OF THE BUDGET:** Each item of the budget shall be deemed a fixed appropriation, subject to an amendment as provided. All uncommitted balances of appropriations shall revert at the end of each fiscal year to the funds from which appropriated. No uncommitted appropriation shall continue beyond the final year for which the budget containing the appropriation is adopted.

7. **DISBURSEMENTS:** The appropriations of the budget shall be disbursed by the Treasurer or Assistant Treasurer and a designee of the Board of Directors in accordance with the By-Laws. They shall make such disbursements as are required to pay the obligations and expenses of the Corporation within the provision of the budget.

8. **ACCORDING TO AUDIT:** The Board of Directors shall cause books and accounts to be kept in accordance with good accounting practices. Such records shall be audited annually by a Certified Public Accountant authorized to practice in the State of Florida, and a copy of the audit shall be filed in the office of the Corporation and shall be made open to the public.

ARTICLE XII **POWERS OF CORPORATION**

This Corporation shall have the right and privilege to own, sell, lease, rent, mortgage or transfer any property, Realtor personal, which is incidental to the stated objective of the Corporation.

This Corporation shall also have the right to borrow money, receive donations, contract debts, make contacts, sue and be sued, and to exercise any and all such powers as a natural person, which may be necessary, convenient or expedient for the accomplishment of its objective

and purpose, provided the same shall not be inconsistent with the Laws of the State of Florida.

The forgoing powers are descriptive only and are in no way to be construed to be a limitation of the rights, powers and privileges of this Corporation.

However, no power enumerated herein or granted by any statute may be exercised by the Corporation to the extent that it is inconsistent with the Corporation's statutes as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE XIII **DISSOLUTION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or Local Government for public purpose. 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 organization is then located, exclusively for such purposes.

ARTICLE XIV **AMENDMENT TO ARTICLES OF INCORPORATION**

Amendment to the Articles of Incorporation shall only be adopted by two-thirds (2/3) vote of these directors in attendance at any annual meeting or at a regular or special meeting of the Board of Directors duly called pursuant to thirty (30) days notice, which call shall set forth the proposed amendment(s).

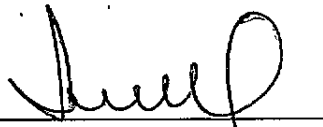
ARTICLE XV **AMENDMENTS TO BY-LAWS**

By-laws, not inconsistent with this Charter, may be adopted, amended, altered or repeated by the Board of Directors at a regular or special meeting.

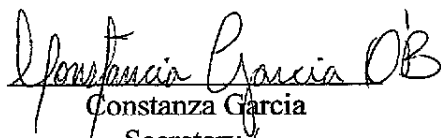
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of June 30, at Miami Dade County, Florida.

Signed by: James Soto Roca
Constanza Garcia
Aurelio Torres

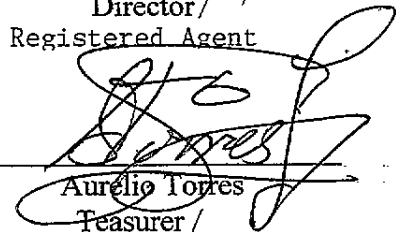
The undersigned Mr James Soto Roca, Being familiar with the duties and responsibility of a registered Agent for Florida Corporation, accepts and will be from now on the Registered Agent for:



James Soto Roca
Director/
Registered Agent



Constanza Garcia
Secretary/
Director



Aurelio Torres
Treasurer /
Director

STATE OF FLORIDA:

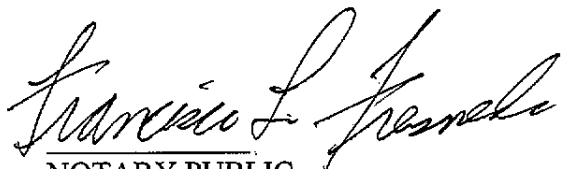
SS.

COUNTY OF DADE:

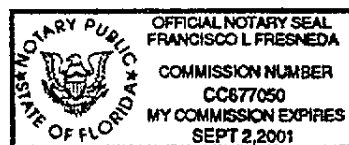
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared James Soto Roca to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of June, 2000..

Signed by:



NOTARY PUBLIC,
State Of Florida



STATE OF FLORIDA:

SS.

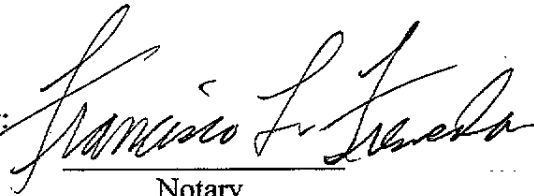
COUNTY OF DADE:

I HEREBY CERTIFY THAT on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Constanza Garcia, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of

June, 2000

Signed by:

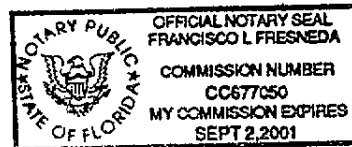


Notary
State Of Florida

STATE OF FLORIDA

SS.


COUNTY OF BROWARD



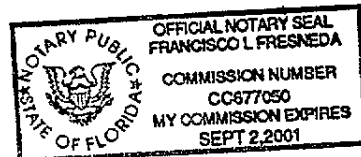
I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Aurelio Torres to me known to be the person described as subscribers in and who executed the foregoing Article of Incorporation, and acknowledged before me that subscribed to those Article of Incorporation.

WITNESS my hand official seal in the County and State named above this 30th day of
June, 2000

Signed by:



NOTARY PUBLIC.
State Of Florida



REGISTERED AGENT

The REGISTERED AGENT for this Corporation shall be

JAMES SOTO ROCA

5070 SW 24 ST

Ft Lauderdale-Fl 33317