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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

ALAS DE LA HISTORICA PEQUENA HABANA, INC.

ALAS of the Historical little Habana, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ALAS de la Histórica Pequeña Habana, Inc.**

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is ALAS de la Histórica Pequeña Habana, Inc.

The principal office of this corporation is 2801 NW 6 Street, Miami, Florida 33125

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of this corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

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

- A. To coordinate multi-media artistic presentations to the general public, through activities that will showcase, promote and foster all expressions of Hispanic art and culture.
- B. To promote art and culture within the community of Little Havana, through activities that encourage participation of residents of this community, including professional artists, as well as aspiring and/or emerging artists. Such activities will include, but will not be limited to, providing art lessons within the Little Havana community, free of charge, or at affordable rates.
- 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 1954, 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.

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ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

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 no less than three (3) persons. The number of Directors of the corporation shall be thirteen (13), provided, however, that such may be changed by a by-law duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the 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 and until the qualification of the successors in office. Annual meetings shall be held on or about the 15th day of August each year at any place or places as the Board of Directors may designate.

Any action required or permitted to be taken by the 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 related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the by-laws of this corporation authorize the Directors to so act. Such 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:

Ramon Lago	2801 NW 6 Street, Miami, Florida 33125	SSN: 144-36-1201
Lee Cohen	2800 SW 129 Avenue, Miami, Florida 33175	SSN: 107-62-9693
Frank Quintana	11215 SW 5 Street, Miami, Florida 33174	SSN: 595-04-3582

ARTICLE VI
EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the members, 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 the Article IV hereof. Directors will serve without compensation.

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 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.

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**ARTICLE VII
DISTRIBUTION OF ASSETS.**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a 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 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by 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 VIII
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

**ARTICLE IX
SUBSCRIBERS**

The names and addresses of the subscribers of this corporation are as follows:

Ramon Lago 2801 NW 6 Street, Miami, Florida 33125

Lee Cohen 2800 SW 129 Avenue, Miami, Florida 33175

**ARTICLE X
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 of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the by-laws.

**ARTICLE XI
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to 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.

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ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be, 2801 NW 6 Street, Miami, Florida 33125, and the name of its registered agent at said address shall be Ramon Lago.

ARTICLE XIII
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 by the by-laws of the 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 19th day of July, 2000.

Having been named Registered Agent for the above stated corporation at the place designated in this certificate, I hereby accept service and agree to comply with the provision of said Act relative to keeping open said office.

SUBSCRIBERS:


Ramon Lago


Lee Cohen

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT:


Ramon Lago

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