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**NON**  
FLORIDA PROFIT CORPORATION OR P.A.

CONSERVADORES Y ALIADOS, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75



## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 18, 2000

EMPIRE

SUBJECT: CONSERVADORES Y ALIADOS, INC.  
REF: W00000022705

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

THE COVER PAGE NEEDS TO READ FOR A NON PROFIT.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
CONSERVADORES Y ALIADOS, INC.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be:

CONSERVADORES Y ALIADOS, INC., a Florida not-for-profit corporation (hereinafter, the "Foundation").

ARTICLE II  
ENABLING LAW

The Foundation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III  
PURPOSES AND POWER

The purposes for which the Foundation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws)(hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of the Foundation.

C. The Foundation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

This Instrument Prepared By:

Alvaro Castillo B., Esq.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar No. 611761

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D. In furtherance of its corporate purposes, the Foundation shall have all the general powers enumerated in F.S. §617.0303 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Foundation.

#### **ARTICLE IV. MEMBERSHIP**

The Foundation shall have no capital stock. The Foundation shall have members with such rights as provided in the By-Laws of the Foundation.

#### **ARTICLE V. TERM**

The Foundation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. The Directors shall be elected annually as set forth in the By-Laws of the Foundation. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

Mario M. Lovo

8210 West Flagler Street  
Miami, Florida 33144

Alvaro Lacayo

1551 San Remo Avenue  
Coral Gables, Florida 33146

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Luis B. Paguaga

983 N.W. 106<sup>th</sup> Avenue Circle  
Miami, Florida 33172

Eduardo Solorzano

6065 SW 116th Street  
Miami, Florida 33156

Eduardo Pichardo

225 NE 34th Street  
Unit 209  
Miami, Florida 33137

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

**ARTICLE VIII**  
**INITIAL OFFICERS**

The Foundation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Foundation. The names of the officers who are to serve until the first election are:

President:	Edmundo Paguaga
Vice-President:	Alvaro Lacayo
Treasurer:	Eduardo Pichardo
Secretary:	Mario M. Lovo
Asst. Secretary:	Luis B. Paguaga

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**ARTICLE IX  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Edmundo Paguaga	983 N.W. 106 <sup>th</sup> Avenue Circle Miami, Florida 33172

**ARTICLE X.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

c/o Edmundo Paguaga  
983 N.W. 106<sup>th</sup> Avenue Circle  
Miami, Florida 33172

**ARTICLE XI  
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE XII  
DISSOLUTION**

The Foundation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Foundation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of

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Chapter 617 of the Florida Statutes and may not be suggested to disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The **UNDERSIGNED** Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

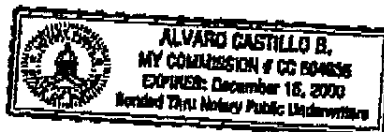
By: Edmundo Paguaga  
Edmundo Paguaga

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

**BE IT REMEMBERED** that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Edmundo Paguaga, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 20 day of September, 2000

**NOTARY PUBLIC**




DATE COMMISSION EXPIRES

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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
Alvaro Castillo B., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

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