

9-25-2000 4:37PM

FROM A NUNEZ P A 3057749009

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

FREE THE OPPRESSED FOUNDATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION OF
FREE THE OPPRESSED FOUNDATION, INC.

The undersigned, subscribed to these Articles of Incorporation, a natural person competent to contract, thereby forms a corporation for non-profit under the Laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is FREE THE OPPRESSED FOUNDATION, INC. and its principal place of business shall be at 1607 Ponce De Leon Blvd., #101, Coral Gables, Florida 33134.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized for general educational purposes pursuant to the Florida Corporations Not for Profit Law, Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSE

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

Prepared by: Alejandro Nunez, Esq. Florida Bar No. 768812
1607 Ponce de Leon Blvd., Suite 101, Coral Gables, FL 33134
(305) 774-6222

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

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the aid of children who are in crises, for ill children needing medical care, treatment and counseling, including but not limited to those who have been placed in foster care or who are referred to our program by Juvenile Court Judges or the Florida Department of Housing and Rehabilitative Services.

C. To operate in any other manner for such 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, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V

MANAGEMENT OF CORPORATION AFFAIRS

A. 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 not less than Three (3) Directors of which Three (3) may be unrelated. The number of Directors of the corporation shall be 3, provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the Board of Directors shall hold office

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until the next meeting of 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 at 1607 Ponce De Leon Blvd., #101, Coral Gables, Florida 33134, on September 1st of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Director under any provision of law may be taken without a meeting, if all members of the Board of Directors 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 of Directors, 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 relates 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 act accordingly. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Jimmy Hughes	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134
Jessica Hughes	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134
Alejandro Nunez	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134
Willy Bermello	2601 S. Bayshore Dr. Miami, Florida 33133

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President and Secretary, Treasurer, and Vice-President and such other officers as the By-Laws of this corporation may authorize the Directors to elect at the annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
President: Jimmy Hughes	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134
VP/Treasurer: Jessica Hughes	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134
Secretary: Alejandro Nunez	1607 Ponce De Leon Blvd., #101 Coral Gables, Florida 33134

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 purpose set forth in Article IV hereof.

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B. 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.

C. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) of (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose of all 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

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Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a 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 residence addresses of the Subscribers of this corporation are as follows:

NAME

ADDRESS

Jimmy Hughes

1607 Ponce De Leon Blvd., #101
Coral Gables, Florida 33134

Jessica Hughes

1607 Ponce De Leon Blvd., #101
Coral Gables, Florida 33134

Alejandro Nunez

1607 Ponce De Leon Blvd., #101
Coral Gables, Florida 33134

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,

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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 therefor in the By-Laws.

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

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1607 Ponce de Leon Blvd., Suite 101, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be ALEJANDRO NUNEZ, ESQ.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Article or 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 in the By-Laws of this 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,

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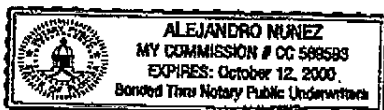
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this 25th day of September, 2000.

WITNESSED BY:

Marta Roldan
Print Name MARTHA ROLDANFlorencia Beguin
Print Name FLORENCIA BEGUINJimmy Hughes
Jimmy Hughes, PresidentSTATE OF FLORIDA)
 ;SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 25th day of September, 2000, by Jimmy Hughes. He is personally known to me or have produced the following type of identification and did not take an oath

NOTARY PUBLIC, State of Florida
Print Name _____
Commission No. _____
My Commission Expires: _____

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **FREE THE OPPRESSED FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, located at 1607 Ponce de Leon Blvd #101, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **ALEJANDRO NUNEZ, ESQ.**, located at 1607 Ponce de Leon Blvd., Suite 101, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this

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state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state 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.



ALEJANDRO NUNEZ, ESQ.
Registered Agent

CORP/FREE THE OPPRESSED FOUNDATION/ARTICLES OF INC.

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