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FLORIDA NON-PROFIT CORPORATION**COSTA FOUNDATION INC.**

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Page Count	06
Estimated Charge	\$87.50

W-26082

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**ARTICLES OF INCORPORATION
OF
COSTA FOUNDATION INC.
a Florida Not for Profit Corporation**

The undersigned, acting as incorporator of COSTA FOUNDATION INC. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:
COSTA FOUNDATION INC.

the principal place of business is:
9234 S.W. 9th Terrace
Miami, FL 33174

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ARTICLE II. COMMENCEMENT OF EXISTENCE

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

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

This Instrument Prepared By:
Salomon B. Esquenazi
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134-6700
(305) 476-7100
Bar No.: 992038

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ARTICLE IV. LIMITATION ON ACTIVITIES

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

The Corporation shall use or distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational

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organizations which would then qualify under the provisions of 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 283 Calalonia, 2nd Floor, FL 33134-6700 and the name of the Corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial director(s) are:

Melisa Mendez
Mirta Costa
Michael Mendez
Osvaldo Costa

9234 S.W. 9th Terrace, Miami, FL 33174
17822 N.W. 81st Court, Miami, FL 33015
9234 S.W. 9th Terrace, Miami, FL 33174
17822 N.W. 81st Court, Miami, FL 33015

ARTICLE VIII. INDEMNIFICATION

Every person who now is, hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including Counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

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The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting Members. The initial Members shall be the persons constituting the initial Board of Directors.

The qualifications for Membership and the manner of admission to and termination of Membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

Melisa Mendez 9234 S.W. 9th Terrace
Miami, Florida 33174

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

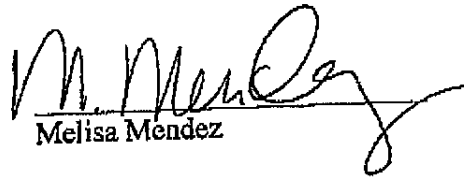
ARTICLE XIII. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to chapter 617, Florida Statutes and other applicable law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of October, 2000.


Melisa Mendez

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **COSTA FOUNDATION INC.**, in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

BY: 
Salomon B. Esquenazi,
Assistant Vice President

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