

N01 000005618

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

N01000005618
FILED
August 03, 2001
Sec. Of State

THE LAMA CHILDREN'S FOUNDATION, INC.

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004515213--6

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Electronic Articles of Incorporation
For**

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THE LAMA CHILDREN'S FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

THE LAMA CHILDREN'S FOUNDATION, INC.

Article II

The principal place of business address:

3180 BISCAYNE BOULEVARD
MIAMI, FL. 33137

The mailing address of the corporation is:

3180 BISCAYNE BOULEVARD
MIAMI, FL. 33137

Article III

The specific purpose for which this corporation is organized is:

TO ENGAGE IN A PROJECT TO DEVELOP, ESTABLISH, MAINTAIN AND
EXPAND ACTIVITIES FOR THE PURPOSE OF ENRICHING THE LIVES OF
CHILDREN.

Article IV

The manner in which directors are elected or appointed is:

AS STATED IN THE BYLAWS

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Article V

The name and Florida street address of the registered agent is:

MATTHEW GISSEN
3180 BISCAYNE BOULEVARD
MIAMI, FL. 33137

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MATTHEW GISSEN

Article VI

The name and address of the incorporator is:

MATTHEW GISSEN
3180 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

Incorporator Signature: MATTHEW GISSEN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
ANGEL ROMERO
7317 NW 56 STREET
MIAMI, FL. 33166

Title: TD
GISSEN MATTHEW
3180 BISCAYNE BOULEVARD
MIAMI, FL. 33137

Title: SD
JIM GILLILAND
1500 MONZA AVENUE
CORAL GABLES, FL. 33146

Article VIII

Purposes. a) The corporation shall be authorized to solicit, collect, and otherwise raise funds to be used to further the Corporation's purpose as set forth herein and to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes and, generally, to do any and all things necessary or proper in connection with or incidental to any of the foregoing.

b) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

c) Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interest thereunder or therein wherever situated.

d) Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interest thereunder or therein.

e) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

f) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

g) Lend money for its corporate purposes, invest, and reinvest its funds and take and hold real and personal property as security for the payments of funds so loaned or invested.

h) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Board of Directors, and to have one or more offices.

i) To do any and all lawful acts and things suitable, useful, desirable, or proper; for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them, directly or indirectly, and either alone or through the agency of, or in association in any form with other persons, organizations, firms, association, corporations, or institutions, within such limitation as are provided by law.

Article IX

Qualification of Members. The qualification for members and the manner of their admission are to be stated in the bylaws.

Article X

Duration of Corporation. The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

Article XI

Board of Directors. The Board of Directors shall consist of not less than three (3) persons nor more than two hundred (200) persons.

Article XII

By-Laws of Corporation. The By-Laws of the corporation are to be made, altered, or rescinded by a majority of the Board of Directors meeting upon notice.

Article XIII

Amendments to Articles of Incorporation. The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation or any amendment(s) thereto. Every amendment shall be approved by a majority of the Board of Directors meeting upon notice. The Articles of Incorporation shall be amended and the amendment incorporated thereon only when the amendment has been filed with the Secretary of State, approved, and all filing fees have been paid.

Article XIV

Net Earnings, and Activities of Corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its board members, trustees, 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 Articles of Incorporation. 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 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, or the corresponding provision of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XV

Capital Stock of Corporation.

This corporation shall have no capital stock and shall pay no dividends to its members and is organized under a non-stock basis.

Article XVI

Dissolution of Corporation.

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of 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, religious, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVII

Corporate Powers.

The corporation shall have all corporate powers as stated in Section 617.0302 Florida Statutes.