

NO1000 007521

**M.R.GENERAL SERVICE INSURANCE**

October 17, 2001

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
P.O.BOX 6327  
TALLAHASSEE, FLORIDA 32314**

FILED  
01 OCT 22 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear: SECRETARY

Please send back to us the articles of incorporation  
CULTURAL AND SPORT CLUB JUAN PABLO DUARTE  
INC. In order to we can complete the incorporation kid. For  
the corporation in reference.

500004647785--2  
-10/22/01--01047--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

If you have any question please feel free to call us

Sincerely,

  
MANUEL RICHARDSON  
General Manager

2093 SW 1<sup>ST</sup>. STREET  
MIAMI, FL 33135

TEL 305-644-9333 FAX 305-541-0985

8 Daw  
10/23/01

## **Article I**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### **Name of Corporation**

A Florida nonprofit corporation named: CULTURAL AND SPORT CLUB JUAN PABLO DUARTE INC. has been established and its principal office is 2093 SW 1<sup>st</sup> Street, Miami, Florida 33135.

## **Article II**

### **Area to be served**

The United States of America, its territories

## **Article III**

### **Purpose**

- 1) Promote and develop Sport events.
- 2) Promote and develop cultural events.
- 3) To promote cooperation and development between members and institutions of the community
- 4) To compile and distribute information to its members for their benefit; Association for the welfare of its members and its community, as defined in Internal Revenue Code section 501 (C) 3

## Article IV

### Membership

Any individual, association, chamber of commerce, corporation, partnership, state or trust having a good faith interest in the objectives of the CULTURAL AND SPORT CLUB JUAN PABLO DUARTE. shall be eligible to apply for membership. An applicant shall become a member upon approval by the Executive Board of Directors and payment of dues established by the CULTURAL AND SPORT CLUB JUAN PABLO DUARTE. Said membership shall be non-transferable.

#### Section 1. - Certificate of Membership

The CULTURAL AND SPORT CLUB JUAN PABLO DUARTE. May provide for the issuance of a certificate evidencing membership of the association, the President and the Secretary shall sign the certificate. The name of each member and date of issuance of certificate shall be entered on records of the association.

#### Section 2. - Dues

Membership dues, shall be paid in such amounts and shall be paid at such a time and place as may be prescribed from time to time by the Executive board of directors of Directors.

### **Section 3. - Membership terminations**

Any membership set forth in Article IV may be terminated as follows:

- a. By written resignation from the member.
- b. By the president for the nonpayment of dues, prior to said termination, the ASOCIATION. Shall give the member reasonable notice in writing of default in the payment of dues and the member shall have (30) days thereafter to cure such default. The ASSOCIATION. May extend the time set forth in this section for good cause.

## **ARTICLE V**

### **Executive Board of Directors**

Its Executive Board of Directors shall manage the CULTURAL AND SPORT CLUB JUAN PABLO DUARTE DIRECTIONS affairs. There shall be no less than five (5) and no more than fifteen (15) directors who will serve two (2) year terms. Directors shall not receive compensation for their services as directors.

THE BORD OF DIRECTOR SHALL BE ELECTED ACCORDING TO THE BY LAW

### **Section 1 Termination**

Any director may resign by giving written notice to other directors; such written notice shall be mailed to the ASSOCIATION office or send via faxes.

The resignation shall be effective at regular next meeting of the Executive Board of Directors. A director may be removed with or without cause by vote of the other directors, provided that at least 90% of members of the board vote for said termination. Replacement directors will be

A member of the board shall be terminated from the Executive Board and lose all voting rights when he or she shall be absent from three (3) consecutive, and/or a total of six (6) meetings of the board in a given year unless confined by illness, religious holiday. Impending out of town travel or other absence approved by the majority of the board at any meeting thereof.

The Executive Board of Directors of the ASSOCIATION. Shall consist of a President, four (4) Vice Presidents, and a Treasurer, vice treasurer, a Secretary, Vice Secretary. The executive Board of Directors shall elect the members of The Executive Board of Directors of Association,

#### Section 2. Election of the Executive Board of Directors.

The actual procedure of having the election and the process for nominating candidates shall be set forth by resolution of the Executive Board of Directors.

#### Section 3. Qualification of Executive Board of Member

No person shall be selected as director of the ASSOCIATION who also works as an employee/officer of the ASSOCIATION

## ARTICLE VI

#### Meetings of the Executive Board of Directors

The Executive Board of Directors shall have monthly meetings for transacting such business as may come before the Executive Board. The president as needed, may call special meeting. Notice of the meeting should be given ten (10) days in advance either in writing or via fax and shall be reminded to each director via telephone a day or two prior. The Executive Board of Directors will have six (6) other meetings a year with the Advisory Board.

## Section 1 Quorum

A majority of the Directors present at any meeting shall constitute the quorum for purpose of transacting any business of the ASSOCAITION, the director may vote in person or by the proxy executed in writing. A proxy shall be valid for three (3) months from the date of execution and is irrevocable. While a vote via telephonic communication shall not be allowed by any Executive Board meeting where the Board has established a place for such meeting, the president at his/her discretion may hold And Executive Board meeting via telephonic communication so long as (I) all board members can hear and be heard by all other board members participating in such meeting. (II) Enough Board members participate to constitute quorum, (III) all board members who are available and desire to participate are included.

## Section 2. Conduct of meeting

Meetings shall be governed by these by-laws. The current edition of Robert's Rules Order. However shall govern all questions of parliamentary procedures shall not be inconsistent with these by-laws alternatively, the article of Incorporation.

# ARTICLE VII

## Executive Board of Directors

### President

The president shall have the right to vote at all meetings of the Board. The President shall also direct, at each meeting of the Board, one board member \, or any other director or person present to act as the official secretary during the absence of the secretary of that meeting only. The president shall supervise ASSOCIATION activities and operations. He/she shall preside all the meetings and shall keep the board informed concerning the activities of

the ASSOCIATION. He/she may sign, in the name of the ASSOCIATION, all contacts, documents, checks and drafts authorized by the board. He/she shall have the authority to establish comities and to appoint member to serve in such comities.

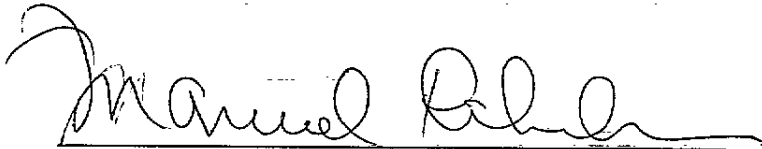
## ARTICLE VIII

### Incorporators:

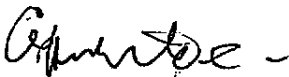
The names and address of the incorporators to these articles of incorporation are:



ALFREDO CASTILLO (incorporators)  
2093 SW FIRST STREET  
MIAMI, FLORIDA 33135



MANUEL RICHARDSON (Incorporators)  
2093 SW FIRST STREET  
MIAMI, FLORIDA 33135



CARMELO INFANTE (Incorporators)  
2093 SW FIRST STREET  
MIAMI, FLORIDA 33135

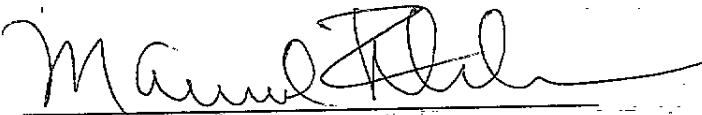
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

The undersigned MANUEL RICHARDSON, having been designated as Registered Agent in the above and foregoing articles of Incorporation, is familiar with the acceptance the obligations of the position of registered agent under section 607-0505 of Florida Statutes.

A handwritten signature in cursive script, appearing to read 'Manuel Richardson', written over a horizontal line.

MANUEL RICHARDSON

2093 SW 1<sup>ST</sup> street  
Miami, Florida 33135