

NO/000007829

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

100004648351--6
-10/22/01--01068--003
*****87.50 *****87.50

SUBJECT: — Puerto Rican Scents "Aromas de Puerto Rico" Inc. —

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 of
Status
ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Carmen Olga Ortiz

(Name of Person)

"Aromas de Puerto Rico Inc."

(Firm/Company)

4663 Martha louis Drive, West Palm Beach Florida 33417

Daytime Telephone number

(561) 822-4560

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

FILED
01 NOV - 1 PM 4:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE NOV - 1 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 24, 2001

CARMEN OLGA ORTIZ
4663 MARTHA LOUIS DR
W PALM BCH, FL 33417

SUBJECT: AROMAS DE PUERTO RICO OF FLORIDA, INC.
Ref. Number: W01000024671

We have received your document for AROMAS DE PUERTO RICO OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 801A00058590



FILED

01 NOV -1 PM 4: 44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Aromas de Puerto Rico
Of
FLORIDA INC.

The undersigned does hereby make, subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation pursuant to Florida Statutes, Section 617, as follows: Creating a Corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation not profit is Cultural Association "Aromas de Puerto Rico", of Florida, Inc."

ARTICLE II CORPORATE NATURE

- A. This is a Corporation not for profit organized solely, for the promotion and production of Hispanic programs of performing and visual arts.

ARTICLE III PURPOSE

The general purpose of this corporation shall be to promote present and produce programs of the highest quality of Hispanic performing and visual arts for the cultural satisfaction of the audiences in Palm Beach County, Florida and elsewhere, as the occasion arise.

- Opportunities shall be provided for fundraising projects and any other programs of service to aid the goal of promoting *"Puerto Rican Scents Cultural Association Inc."*.
- It's specific purpose will include fundraising opportunities to talented persons through the provision of programs and experience in related concerts, arts and exhibits, plays, and other way the corporation may deem necessary to aim the goals of the *Puerto Rican Cultural Arts of Florida, Inc.*

ARTICLE IV TERM

This Corporation shall have perpetual existence.

ARTICLE V

Membership in this Corporation is open to all persons who wish to share in the goals of the Corporation. The establishment of the corporation membership dues, if any, and the amount thereof, shall be at discretion of the Board of Directors. No person shall be denied membership in the organization due to that person's inability to pay the membership fee.

ARTICLE VI – SUBSCRIBERS

The name and residence address of the subscriber of this Corporation is:

Carmen Olga Ortiz, President & Founder.
4663 Martha Louise Drive
West Palm Beach, Florida 33417
(561) 615-3705

Carmen Olga Ortiz (Incorporator)

ARTICLE VII – DIRECTORS

The names and addresses of the persons constituting the initial Board of Directors:

Lizette Mercado, Chairperson	5268 El Bosque Lane Apt #28 West Palm Beach Florida 33415
Carmen Cruz, Secretary	1680 Windorah Way West Palm Beach, Fl. 33411
Felix Rivera, Treasurer	1680 Windorah Way West Palm Beach Fl. 33411
David Rodriguez, Director	4217 NW 120 Lane Sunrise, Fl. 33323

ARTICLE VII OFFICERS:

- A. The Powers of this organization shall be exercised, its assets managed and its affairs conducted by a Board of Directors designated by its membership according to the Policies and procedures outlined in the by-laws.
- B. The names of the officers who are to serve until the first election are:

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

- A. Upon the dissolution of the Corporation the Board 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 purpose of the Corporation in such a manner, or to such organization or organizations organized and incorporated exclusively for the such purposes as shall at the time qualify as and exempt organization under section 501-C-(3) of the internal revenue code of 1954, or the corresponding provision of Any future United State Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE XIII

INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL PLACE OF BUSINESS.

The street address of the initial registered office of the Corporation is:

Carmen Olga Ortiz
4663 Martha Louise Dr.
West Palm beach Fl. 33417

The Board of directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE XIV - INDEMNIFICATION:

The Corporation shall indemnify any officer or director or any former officer or Director, to the fullest extent permitted by law either now or existing or hereafter enacted.

IN WITNESS HEREOF, the undersigned subscriber has executed the Articles of Incorporation the: *Cultural Association Aromas de Puerto Rico Inc.*

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, Elsa Gibbons, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Carmen O. Ortiz Known to me as members of this community wanted to reinstate this Corporation and the foregoing Articles of incorporation, and acknowledged before me that they will signed and executed those Articles of Incorporation in behalf of APRI (Aromas de Puerto Rico Inc.)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th August 2001

Notary Signature

Elsa Gibbons 10/20/01

My commission expires on 05/08/05



Elsa Gibbons
Commission #DD 012532
Expires May 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

President: Carmen Olga Ortiz
Recording: Carmen Cruz
Treasurer: Felix Rivera

C. Any person may hold more than one office in this *Corporation*.

Officers shall be elected at the annual meeting of the Board Directors.

D. Members of the corporation shall not be personally liable for debts, liabilities or obligations of the corporation and shall not be subject to any assessments.

ARTICLE IX- BY-LAWS

The Board of Directors is empowered to make, alter or resin the, by-laws of this Corporation subject to any limitations as set forth in the Florida Statutes, Section 617.

ARTICLE X- ARTICLES OF INCORPORATION

A. Amendments to these Articles shall be proposed by presenting a written petition to the Board of Directors, which petition shall set forth the proposed amendments and shall be signed by not fewer than one third (1/3) of the then existing Directors of the Corporation.

Upon presentation to the Board of Directors of such petition, the secretary of the Corporation shall cause to be sent to the each director a notice of the meeting on the proposed amendment to the articles of incorporation, which notice shall set forth the time, date and place of the meeting.

Such time date and place shall be reasonably convenient to all the directors. The date of the special meeting shall be not greater than sixty (60) days after the petition was presented to the Board of Directors. Presentation to the Board of director shall consist of either delivery of the copy of the petition to each member of the Board of Directors through either personal delivery of such copy or mailing such copy to the last known address of the Director. Upon reaching unanimous consent of all members of the Board of Directors, any proposed amendment of the articles of incorporation of the organization may be voted on by the Board of Directors without requiring the notice of hearing set forth herein.

B. The Board of Directors, by a two-thirds (2/3) vote in favor of the proposed amendment shall be empowered to adopt amendments to the Articles

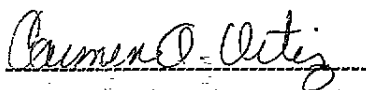
ARTICLE XI - DEDICATION OF ASSET

All assets of this Corporation are hereby irrevocably dedicated to the stated purpose of this Corporation.

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

In Compliance with Section 48.091 and 607.034, Florida Statutes, the following is
submitted:

FIRST.



*Signature, Founder
Register Agent*



Witness

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

01 NOV -1 PM 4:44

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is:

AROMAS DE PUERTO RICO OF FLORIDA INC.

2. The name and address of the registered agent and office is:

CARMEN OLGA ORTIZ

(Name)

4663 MARTHA LOUIS DRIVE

(P.O. Box NOT acceptable)

WEST PALM BEACH FLORIDA 33417

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Armen Olga Ortiz
Signature

10-29-01
Date