

NOI00000 7879

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


RE: Desfile Puertorriqueno De Florida, Inc.

700004608277--5
-09/24/01--01097--004
*****78.75 *****78.75

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation for the above referenced entity and a check for \$78.75 for the filing fee and certificate.

Thank you,


Mildred Zapata
P.O. Box 5372
Winter Park, FL 32793

FILED
01 NOV -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W0122460

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11/6/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 2001

Nov 26

MILDRED ZAPATA
PO BOX 5372
WINTER PARK, FL 32793

SUBJECT: DESFILE PUERTORRIQUENO DE FLORIDA, INC.
Ref. Number: W01000022460

We have received your document for DESFILE PUERTORRIQUENO DE FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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: 501A00053800

ARTICLES OF INCORPORATION

OF

FILED

Desfile Puertorriqueno De Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation under Florida Statutes Chapter 617, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

NAME

The name of this corporation shall be:

Desfile Puertorriqueno De Florida, Inc.

ARTICLE II.

NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the Income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

ARTICLE III.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence upon the 1st day of November , 2001, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV.

PURPOSES AND GENERAL POWERS

The Corporation is organized and shall be operated exclusively for the following purposes:

- A. The main purpose of this corporation is to promote cultural and educational events for the Puerto Rican, Hispanic and other minority communities.
- B. To establish and maintain a community resource center in Orlando, Florida and such other places within and without the state of Florida and such other places as may be appropriate for rendering services to Puerto Ricans, Hispanics and other minorities.
- C. To promote an agenda that serves the best interests and rights of Puerto Ricans, Hispanics and other minorities.
- D. To assist in establishing conditions under which rights and justice for Puerto Ricans, Hispanics and other minorities will be maintained.
- E. To assist in the termination of problems that Puerto Ricans, Hispanics and other minorities encounter in Florida due to discrimination, oversight or exclusion.
- F. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- G. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE V.
LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 Article IV hereof.

**ARTICLE VI.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this Corporation shall be located at:

1232 Sophie Blvd.
Orlando, FL 32828

**ARTICLE VII.
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered office of this corporation shall be located at:

1232 Sophie Blvd.
Orlando, FL 32828

And the initial registered agent of the Corporation at that address shall be:

Mildred Zapata

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. The Bylaws may provide for an ex-officio and honorary Directors and their rights and privileges. The names and street addresses of the initial Director(s) of this Corporation are:

Mildred Zapata
P.O. Box 5372
Winter Park, FL 32793

Diane M. Calo
P.O. Box 4833
Winter Park, FL 32793

Joseph Batka
1504 Clematis Lane
Winter Park, FL 32792

**ARTICLE IX.
OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected, and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The voting members shall elect Directors every 5 years as stated in the Bylaws.

**ARTICLE X.
INCORPORATOR**

The name and street address of the Incorporator is:

Mildred Zapata
P.O. Box 5372
Winter Park, FL 32793

**ARTICLE XI.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE XII.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its Directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any action taken or failed to be taken by said Directors, Officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XIII.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are the directors or officers of such other corporation. Any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XIV.
LIMITED LIABILITY OF MEMBERS**

The private property of the members shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XV.
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis and shall not issue any shares of stock.

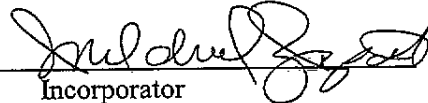
**ARTICLE XVI.
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE XVII.
HEADINGS AND CAPTIONS**

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS THEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his / her hand and seal this 11 day of 01, 2001.



Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

01 NOV -5 AM 10:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Desfile Puertorriqueno De Florida, Inc.

desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office at:

1232 Sophie Blvd.
Orlando, FL 32828

has named and designated:

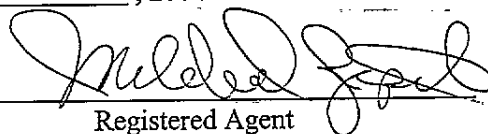
Mildred Zapata

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11 day of 01, 2001.



Registered Agent