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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NICARAGUAN AMERICAN ALLIANCE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

FOR

NICARAGUAN AMERICAN ALLIANCE, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **NICARAGUAN AMERICAN ALLIANCE, Inc.**

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal and mailing address of this corporation is:

201 NW 7th Street, #109, Miami, FL 33136

ARTICLE III PURPOSE AND POWER OF THE CORPORATION

This corporation does not contemplate pecuniary gain of profit to the members thereof, and the specific purposes for which it is formed are to provide a practical means for involvement in the community by implementing but not limited to the following main ideals:

- (A) To attract members into, and involved them and subsequently provide them with practical means of participation, leadership training and political involvement, at all levels of government as well as providing community service.
- (B) To support the principles, objectives, and platform of duly elected,

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nominated, or appointed candidates who support ideals that will better government and which coincide with the mission of the Nicaragua American Alliance.

- (C) To make known and promote the principles of the Nicaraguan American Alliance among the International Community and that of the Community of Miami-Dade County.
- (D) To recruit Miami-Dade County area Nicaraguans, South and Central Americans, other Hispanics and their descendants as well as other members of the community of Miami-Dade County and that of International arena as members of Nicaraguan American Alliance.
- (E) To forge new relationships with other organizations to work for common goals within the mission of the Nicaraguan American Alliance..
- (F) To develop political skills and leadership abilities among all members as preparation for future service by them to the Community and the International arena.

ARTICLE IV

BOARD OF DIRECTORS, MANNER OF ELECTIONS OF DIRECTORS, AND MEETINGS

SECTION 1. **MANAGEMENT BY DIRECTORS.** The property, business, and affairs of the corporation shall be managed by the Board of Directors, which shall consists of not less than two (2) persons, not more than six (6) persons. The majority of the Directors in office shall constitute a quorum for the transaction of business.

The Bylaws shall provide for meetings of Directors, including an annual meeting.

SECTION 2. There will be one (1) Chairman regardless of the number of elected Directors. All Directors shall be dues paying members of the Nicaraguan American Alliance as well as being in good standing. The Bylaws of the corporation shall provide for an

annual meeting of members and may make provisions for regular and special meetings of members other than the annual meeting.

- (A) Elections shall be conducted by the Chairman, who will take nominations from the floor. Elections will be for all six (6) Directors together. No proxy shall be used to vote at this nor any other meeting and/or election of the Nicaraguan American Alliance.
- (B) Voting in elections shall be by secret ballot, unless a candidate is unopposed, whereas a voice vote from the Secretary may be taken to duly elect the unopposed candidate.
- (C) Except for the first Board of Directors, Directors shall be elected as provided by the Bylaws of the corporation, and the Bylaws may provide for the method of voting in the election and for removal from office of Directors. The process of elections shall be dictated for this and all elections by the Bylaws of the Nicaraguan American Alliance.
- (D) The corporation shall have a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and others offices as the Board may from time to time need.

SECTION 3. The duties of the Directors shall be:

- (A) The Chairman shall preside over all meetings of the Board of Directors of the Nicaraguan American Alliance and administer as well as exercise supervision over all activities of the Nicaraguan American Alliance; to represent the Nicaraguan American Alliance in an official capacity. The Chairman shall have the power to remove and to appoint all Committee Chairmen, Project Directors, Committees and their members, and any other Coordinators as may be needed to contribute to the successful operation

of the Nicaraguan American Alliance, including the power to employ any and all needed staff within the financial abilities of the corporation. The Chairman shall have no vote in any election, general meeting, or executive meeting, unless in case of a tie, or when the Chairman has yielded the Chair.

- (B) The Vice-Chairman shall assist the Chairman in administering and exercising supervision over all activities of the Nicaraguan American Alliance, as well as preside at all meetings in the absence of the Chairman. The Vice-Chairman, while acting as the Chairman shall have no vote in any election, general meeting, or executive meeting, unless in case of a tie, or when the Chair has been yielded.
- (C) The Secretary shall be the recording officer of the Nicaraguan American Alliance Executive Board meetings. Shall keep a record of attendance and the minutes of all such meetings, making those minutes available upon written request. In addition, the Secretary shall keep a list of Motions passed with the date they were adopted and have those made available upon request. The Secretary shall coordinate preparation and distribution of Nicaraguan American Alliance notices in regard to the Board Directors. The Secretary will be in charge of all Nicaraguan American Alliance property and of the acquisition of all Nicaraguan American Alliance correspondence in regard to the Board of Directors.
- (D) The Treasurer shall collect all funds paid to the Nicaraguan American Alliance or any of it's committees, receipt thereof and deposit same in accounts designated by the Nicaraguan American Alliance Board of Directors. The Treasurer shall be responsible for making all expenditures authorized by the Executive Board of the Nicaraguan American Alliance. The Treasurer shall give a report at each Board meeting of the Nicaraguan American Alliance

regarding receipts, expenditures, and the financial status of the Nicaraguan American Alliance.

ARTICLE V
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided the section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

Juan F. D'Arce, Jr.
201 NW 7TH Street
#109
Miami, FL 33136

ARTICLE VII
DIRECTORS NAME AND ADDRESS:

Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members or until qualified successors are duly elected and have taken office shall be as follows:

Juan F. D'Arce, Jr., Chairman
201 NW 7th Street, #109
Miami, FL 33136

Luis A. Cerna, Jr.
14458 SW 174th Terrace
Miami, FL 33177

Mario Vargas
14042 SW 176th Terrace
Miami, FL 33176

ARTICLE VIII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended, or repealed by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE IX DISSOLUTION

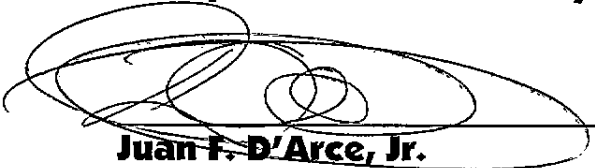
The corporation may be dissolved, consistent with the applicable provisions of the Florida Statutes, upon petition having the assent given in writing and signed by not less than two-thirds (2/3) of the Board of Directors. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate entity to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes whether local or foreign.

ARTICLE X INCORPORATOR

The name and the street address of the incorporator for these Articles of Incorporator is:

Juan F. D'Arce, Jr.
201 NW 7TH Street
#109
Miami, FL 33136

The undersigned incorporator has executed these Articles of incorporation this 19th day of February, 2002.



Juan F. D'Arce, Jr.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

1. The name of the corporation is:

Nicaraguan American Alliance, Inc.

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

Juan F. D'Arce, Jr.
201 NW 7TH Street
#109
Miami, FL 33136

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.



Juan F. D'Arce, Jr.

February 19, 2002

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