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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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FLORIDA NON-PROFIT CORPORATION

Nicaraguan Relief Fund, Inc.

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PAGE 02

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SECRETARY OF CORP
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NICARAGUAN RELIEF FUND, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

ARTICLE I

NAME

The Name of the Corporation is Nicaraguan Relief Fund, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

POWERS

The Corporation shall have all rights and powers conferred upon not for profit corporations under the laws of the State of Florida and may conduct and carry on its activities in any state or territory of the United States or in any foreign country in conformity with the laws of

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such state, territory, or foreign country; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in Articles IV hereunder.

ARTICLE IV

PURPOSES

1. The Corporation is established to promote in Nicaragua, the United States and in certain foreign countries relief for certain people who have experience privation, suffering and other losses in Nicaragua as a result of Hurricane Mitch, subsequent other climatic and elemental events, and conditions which have hindered reconstruction and rehabilitation.

- (a) To provide affordable and cost effective housing solutions for those people who lost their homes during Hurricane Mitch, and who have been unable to rebuild suitable housing since the hurricane, because of other natural disasters and/or economic conditions. Specifically, the board of directors has identified a means of providing housing solutions on an inexpensive basis.
- (b) By itself and in cooperation with other individuals or organizations, working for the alleviation of the privations, suffering and needs of people, and bringing to the attention of the people of the United States, Nicaragua and other countries, the existence of such privations, sufferings and needs, and collecting soliciting and otherwise raising money for the

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relief and rehabilitation of such people, and expending, contributing, disbursing and otherwise handling and disposing of such money for such purposes and administering and distributing such money either directly or by contribution to or through individuals or other agencies, organizations or institutions organized for the same or other similar purposes.

- (c) Acquiring or receiving by gift, grant, bequest, devise or otherwise, real and personal property of every nature and description and wheresoever situated, and holding, dealing and disposing of the same, or the income and proceeds thereof, in such manner and in such form and to such extent as may be necessary to carry out the purposes and objects of the Corporation within the limits allowed by law.
- (d) Doing any and all of the things herein set forth, and in addition such other acts and things as may be necessary or convenient to attain the purposes of the Corporation to the same extent as natural persons lawfully might or could do in any part of the world.
- (c) The foregoing clauses shall be construed both as objects and purposes and it is herein expressly provided that the foregoing enumeration of specific objects and purposes shall not be held to limit or restrict in any manner the powers of the Corporation.

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- (f) to operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.
- (g) To solicit, collect and otherwise raise money for the above stated purposes, and expending, contributing, disbursing and otherwise handling and disposing of such money for such purposes and administering such money and distributing the same either directly or by contributions to or through individuals or other agencies, organizations or institutions organized for the same or similar purposes.

2. The Corporation shall operate exclusively, and in no other manner, for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

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ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

(a) The Corporation shall be organized on a non-stock basis, and at the discretion of the Board of Directors, may have nonvoting members or an advisory board whose qualifications shall be as set forth in the Bylaws. The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) and not more than eight (8) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The initial Board of Directors shall be five (5) in number, and their names and addresses being as follows:

Monsignor Federico Arguello
12681 SW 78th Street
Miami, FL 33183

Santiago Perez Abaunza
12681 SW 78th Street
Miami, FL 33183

Dr. Ramiro Abaunza
12681 SW 78th Street
Miami, FL 33183

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09/05/2000 02:19 3056729110
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PAGE 07
Jul. 17 2002 06:11PM P7

H02000168425

Zenobia Porra
12681 SW 78th Street
Miami, FL 33183

Dr. Nicolas Munoz
12681 SW 78th Street
Miami, FL 33183

(b) Elective Officers. The officers of the Corporation shall be a president, vice president, secretary, treasurer and assistant treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

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The officers who are to serve until the next election of officers under these Amended and Restated Articles of Incorporation are:

President:	Mnsgr. Federico Arguello
Vice President:	Santiago Perez Abaunza
Secretary:	Dr. Ramiro Abaunza
Treasurer:	Zenobia Porta
Assistant Treasurer:	Dr. Nicolas Munez

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation is 12681 SW 78th Street Miami, FL 33183.

ARTICLE VII

LOCATION OF REGISTERED OFFICE;

IDENTIFICATION OF REGISTERED AGENT

- (a) The address of the Corporation's registered office in the State of Florida is 444 Brickell Ave. Suite 300 Miami, FL 33131.
- (b) The name of the Corporation's registered agent at the above address is: Andreas M. Kelly.

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall

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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 these Articles of Incorporation.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IX

BYLAWS

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H02000168425

09/05/2000 02:19 3056729110
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PAGE 10
Jul. 17 2002 05:12PM P10

H02000168425

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE X

INCORPORATOR

The name and residence of the incorporator of these Articles of Incorporation is:
Andreas M. Kelly, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Ave, Miami, FL 33131.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XII

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of

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09/05/2000 02:19 3056729110
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PAGE 11
Jul. 17 2002 06:13PM F11

H02000168425

Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscriber of the corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 17 day of July, 2002.



Andreas M. Kelly, Incorporator

Andreas M. Kelly, Esq.
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PAGE 12
Jul. 17 2002 06:13PM F12

H02000168425

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 Relief Fund, Inc.

2. The name and address of the Registered Agent and office is:

Andreas M. Kelly, Esq.
Rivergate Plaza, Suite 300
444 Brickell Ave.
Miami, FL 33131

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 OF 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.

SIGNATURE


Andreas M. Kelly

DATE: July 17, 2002

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