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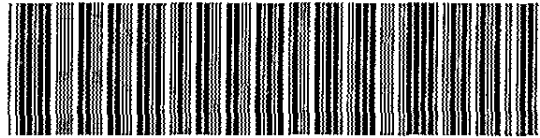
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 17 AM 10:42

APPROVED
AND
FILED

TRANSMITTAL LETTER

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

SUBJECT: Miami Positive Action INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

ADDITIONAL COPY REQUIRED

FROM: LUIA RONDON-LASSEN
Name (Printed or typed)

1220 71 Street #22
Address

Miami Beach, FL 33141
City, State & Zip

(305) 467-2145
Daytime Telephone number

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

APPROVED
AND
FILED

**Miami Positive Action, Inc.
ARTICLES OF INCORPORATION**

03 JAN 17 AM 10:42

ARTICLE I Corporation's Name:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Corporation, formed under the Florida not for profit-corporation act, shall be known as Miami Positive Action, Inc. / DBA (Miami Accion Positiva, Inc.)

ARTICLE II Offices:

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 1220 71 St. #22 , Miami Beach, Florida 33141.

ARTICLE III PURPOSE:

This Corporation is organized and shall operate principally for the purpose of providing a more positive image of LGBT individuals by actively working for social change, foster local LGBT political empowerment, provide educational workshops that cover issues such as mental health, domestic violence, disease prevention and health promotion, community organization and political empowerment. The corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

ARTICLE IV CAPITAL STOCK:

This Corporation shall be authorized to issue a maximum of 125 shares capital stock considered memberships, which shall have \$1000.00 par value, shall be designated as "Membership Stock". The initial distribution of shares will be as purchased by membership.

ARTICLE V INITIAL BOARD OF DIRECTORS:

The corporation shall initially have seven directors constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws, however, there shall never be less than two directors nor more than eight. The name and address of the initial Board of Directors of the corporation is:

Ms. Luisa Rondon-Lassen- Chief Executive Officer - President, 1220 71 St. #22 Miami Beach, Florida 33141.

Mr. Manuel Laureano-Vega - Vice-President, 13989 S.W. 94th Circle Lane #2-102, Miami, Florida 33186.

Mr. Saul (Ron) Brenesky – Secretary, 777 NE 62nd Street, Apt # C-111, Miami, FL 33138.

Ms. Maria Elena Lopez de Quintana- Treasurer, 11900 SW 70 Ave. Miami, FL 33156.

ARTICLE VI BOARD OF DIRECTORS:

The Board of Directors is responsible for the direction and control of all matters pertaining to of Miami Positive Action, Inc. The Board of Directors shall select the Executive Director, who shall serve at the pleasure of the Board. The Manager shall establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

Members of the Board of Directors: The affairs of of Miami Positive Action, Inc. shall be managed by the Board of Directors. These shall initially be the original seven memmmbers of the Corporation but later may be expanded to up to eight members, or any number designated by the Board.

ARTICLE VII MEETING OF BOARD OF DIRECTORS:

Meeting of Board of Directors: Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

Minutes: Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

Time and Place of Meetings: All meetings shall be held at such time and place within or out the State of Florida, as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

Requirements for voting: Qualifications for those entitled to vote for the election of directors and for other matters requiring membership shareholder approval shall be as defined in the by-laws of the Corporation.

ARTICLE VIII OFFICERS:

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Ms Luisa Rondon-Lassen- Chief Executive Officer -President

Mr. Manuyel Laureano-Vega - Vice-President

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer and such Vice President(s) as the Board of Directors may deem appropriate. The Board may also appoint one or more Assistant Secretaries and Assistant Treasurers, who will not be voting members of the Board. The President, Vice President(s), Secretary and Treasurer shall constitute the Executive Committee of the Corporation.

Executive Director: The non-voting manager Director shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and assigned Committees thereof.

Fiscal year: The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION:

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which (2 members) a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, **and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.**

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT:


The street address of the initial registered office of this corporation is located at 3050 Biscayne Boulevard suite 503 Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address.

Ms. Luisa Rondon-Lassen ., 1220 71 St. #22, Miami Beach, Florida 33141.

ARTICLE XI INCORPORATOR:

The name and address of the INCORPORATOR signing these Articles is:

Luisa Rondon-Lassen, 1220 71st Street, Suit #22, Miami Beach, FL 33141


Signature

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10 day of January, 2003.

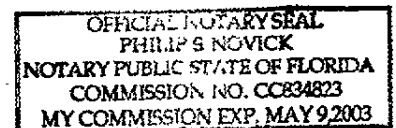
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Luisa Rondon-Lassen, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 10 day of January, 2003


NOTARY PUBLIC
State of Florida at Large



My Commission Expires: 9 day of MAY, 2003

Luisa Rondon
FLDL R535-520-66-509-0

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST that Ms. Luisa Rondon-Lassen, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3050 Biscayne Boulevard Suite 503, Miami, Florida 33137., has named **M. Luisa Rondon-Lassen., 1220 71 St. #22, Miami Beach, Florida 33141**, as its agent to accept service of process within Florida.

Dated: ____ day of _____ of , 2003.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Ms. Luisa Rondon-Lassen
Registered Agent

APPROVED
AND
FILED

03 JAN 17 PM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Miami Beach, Florida 33141, as its agent to accept service of
process within Florida.

Dated: ____ day of _____ of , 2003.

Having been named to accept service of process for the above
corporation, at the place designated in this certificate, I hereby agree
to act in this capacity further agree to comply with the provisions of
all statutes relative to the proper performance of my duties.



Ms. Luisa Rondon-Lassen
Registered Agent