

# N03000002054

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## FLORIDA NON-PROFIT CORPORATION

FRIENDS OF THE BIENVENIDA TAURINE DYNASTY, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE BIENVENIDA TAURINE DYNASTY, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

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STATE OF FLORIDA

ARTICLE I  
CORPORATE NAME

The name of this Corporation is: FRIENDS OF THE BIENVENIDA TAURINE DYNASTY, INC.

ARTICLE II  
CORPORATE NATURE

This is a not for profit corporation, organized solely for general educational and cultural purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of education and promotion of interests relating to taurine activities and the distribution of funds for such purposes subject to the rules established from time to time by the Circulo Cultural Taurino Amigos de La Dinastia "Bienvenida" incorporated under the laws of Spain.
- B. To promote cross-cultural educational and exchange study programs.

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C. To operate exclusively in any other manner for such educational purposes as may qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, 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, as amended, including private foundations and private operating foundations.

#### ARTICLE V

##### AUTHORIZED CAPITAL STOCK DIVIDENDS

A. The corporation shall be authorized to issue 1,000 shares of stock having a par value of \$1.00 each.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that it is a corporation not for profit and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

#### ARTICLE VI

##### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be four, provided, however, that such number may be changed by an amendment to the bylaws duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors shall be elected annually by the members. Directors elected at the first annual meeting of members, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the

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successors in office. Annual meetings shall be held at 6:00pm on the 10<sup>th</sup> of January of each year at the corporation's headquarters, or at such other time and place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

The names and addresses of such initial members of the Board of Directors are as follows:

Jose Antonio Morales	888 Brickell Key Drive, Apt. 402 Miami, Florida 33131
Nestor Quispez-Asin	8013 NW 29 <sup>th</sup> Street Miami, Florida 33122
Carlos Valentin Morales Paniagua	1155 Brickell Bay Drive, Apt. 602 Miami, Florida 33131
Miguel Angel Box Serra	909 Roderigo Coral Gables, Florida 33134

#### ARTICLE VII

#### 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 members, directors, officers or other private persons, except that 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.

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 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.

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C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this 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 this corporation.

#### ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of 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 purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of 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.

#### ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admissions shall be regulated by the bylaws for this corporation.

#### ARTICLE X SUBSCRIBERS

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The name and residence address of the Subscriber of this corporation is as follows:

Lawrence S. Evans

150 Alhambra Circle, Suite 1270  
Coral Gables, Florida 33134

ARTICLE XI  
AMENDMENT OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be altered, rescinded, added to, or new bylaws adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the bylaws.

ARTICLE XII  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII  
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 150 Alhambra Circle, Suite 1270, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be Lawrence S. Evans.

ARTICLE XIV  
AMENDMENT OF THE ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

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We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 6<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_  
Lawrence S. Evans, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



\_\_\_\_\_  
Lawrence S. Evans, Registered Agent

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