

**W03000005348**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

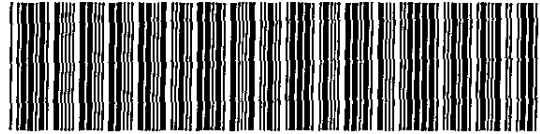
(Business Entity Name)

(Document Number)

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06/09/03--01102--001 \*\*78.75

2003 JUN 20 PM 4: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*W03/6685*

*06-20-03  
3*

**TRANSMITTAL LETTER**

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

SUBJECT: PROFESA, 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**

c/o

FROM: JOSE M. Iglesias, CPA  
Name (Printed or typed)

1220 MILAN AVENUE  
Address

Coral Gables, FL 33134  
City, State & Zip

(305) 446-3177  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 11, 2003

JOSE M. IGLESIAS, CPA  
1220 MILAN AVE  
CORAL GABLES, FL 33134

SUBJECT: PROFESA, INC.  
Ref. Number: W03000016685

We have received your document for PROFESA, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 603A00036264

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUN 20 PM 3: 17

**ARTICLES OF INCORPORATION OF  
PROFESA NATIONAL, INC.**

The undersigned, acting as incorporators of PROFESA NATIONAL, INC. pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes and Section 501 (c)(3) of the Internal Revenue Code, adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be PROFESA NATIONAL, INC. (the "Corporation")

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

Second: The principal place of business and mailing address of the Corporation shall be:  
Physical: 11613 NW 51<sup>st</sup> Lane Miami, Florida 33178  
Mailing: P.O. Box 524288 Miami, Florida 33152

**ARTICLE III**  
**DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation shall be authorized to:

To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed, and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Chapter 617 of the Florida Statutes, subject however to the requirements of Section 501 (c)(3) and to the other limitations provided in these Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE V**  
**MEMBERSHIP**

The Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.

**ARTICLE VI**  
**MANNER OF ELECTION**

Directors shall be elected by the board at any meeting when there is an expiring term. Each director will be elected for a minimum of two years, which shall be considered one term.

**ARTICLE VII**  
**INITIAL DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The initial Board of Directors shall be three in number, and their names and addresses shall be as follows:

1. President, Raul Duany, 11613 NW 51<sup>st</sup> Lane Miami, FL 33178
2. Vice President, Luis Torres, 11202 SW 129<sup>th</sup> Place Miami, FL 33186
3. Secretary, Hector Diaz, 9250 SW 143<sup>rd</sup> Court Miami, FL 33186

**ARTICLE VIII**

**CHARITABLE LIMITATIONS**

This Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501 (c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary in carrying out the charitable purposes of the Corporation, and to reimburse expense or advances made for the Corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE IX**

#### **DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501 (c)(3) and are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

#### **ARTICLE X**

#### **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the directors of the Corporation, except as may otherwise be provided in the Bylaws.

#### **ARTICLE XI**

#### **AMMENDMENTS TO ARTICLES OF INCORPORATION**

The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the directors of the Corporation, except as may otherwise be provided in the Bylaws.

#### **ARTICLE XII**

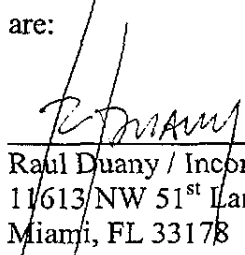
#### **REGISTERED AGENT**


The name and the street address of the initial registered agent is Raul Duany, 11613 NW 51<sup>st</sup> Lane Miami, Florida 33178.

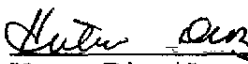
ARTICLE XIII

INCORPORATORS

The names and the street addresses of the incorporators for these articles of incorporation are:

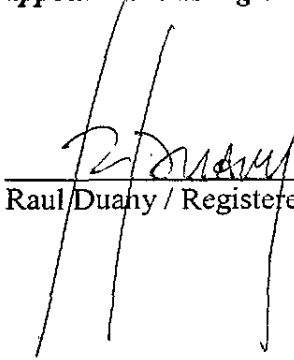
  
\_\_\_\_\_  
Raul Duany / Incorporator  
11613/NW 51<sup>st</sup> Lane  
Miami, FL 33178

  
\_\_\_\_\_  
Luis Torres / Incorporator  
11202 SW 129<sup>th</sup> Place  
Miami, FL 33186

  
\_\_\_\_\_  
Hector Diaz / Incorporator  
9250 SW 143<sup>rd</sup> Court  
Miami, FL 33186

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*Having been named as 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.*

  
\_\_\_\_\_  
Raul Duany / Registered Agent