

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

LITTLE HAVANA PACE PROGRAM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LITTLE HAVANA PACE PROGRAM, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (the "Corporation") is LITTLE HAVANA PACE PROGRAM, INC., and its initial principal office is located at 700 S. W. 8th Street, Miami, Florida 33130.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

By way of explanation and not of limitation, the purposes for which the Corporation is organized are (i) to apply for and to operate a federal PACE organization, as that term is defined in 42 CFR Part 460; and (ii) to engage in any other charitable activities as determined by the Board of Directors, and in general to exercise any, all and every power for which a non-profit organization under the Florida Not For Profit Corporation Act can be authorized to exercise.

ARTICLE IV
REGISTERED AGENT

The initial registered office is located at 700 S. W. 8th Street, Miami, Florida 33130, and Elisa Juara of such address is the initial registered agent.

ARTICLE V
LIMITATIONS

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 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 the Third Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

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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, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon the 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(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE VII
AMENDMENT

These Articles of Incorporation may not be amended without the prior written consent of Little Havana Activities and Nutrition Centers of Dade County, Inc. ("LHANC"), which consent may only be given pursuant to the act of a majority of the board of directors of LHANC at a duly called meeting at which a quorum was present.

ARTICLE VIII
DIRECTORS

The Corporation shall be governed by a Board of Directors. The initial Board of Directors shall consist of three (3) directors; provided however, the number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the persons who will serve as the initial directors until their earlier resignation, removal, or replacement in accordance with the Bylaws are:

<u>NAME</u>	<u>ADDRESS</u>
RAMON PEREZ-DORRBECKER	700 S. W. 8th Street Miami, Florida 33130
RAFAEL IGLESIAS	700 S. W. 8th Street Miami, Florida 33130
ELISA JUARA	700 S. W. 8th Street Miami, Florida 33130

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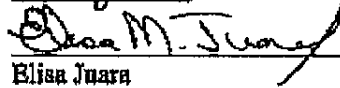
The then current Board of Directors shall elect the next Board of Directors from a slate of nominees provided to the Board of Directors by LHANC, as more fully provided in the Bylaws.

ARTICLE IX
INCORPORATOR

The name and address, including street and number of the incorporator is as follows:

Elisa Juara
700 S. W. 8th Street
Miami, Florida 33130

IN WITNESS WHEREOF, the incorporator of the Corporation, has executed these Articles of Incorporation on this 10th day of July, 2003.


Elisa Juara

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been appointed registered agent of LITTLE HAVANA PACE PROGRAM, INC.
in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts,
the obligations of such position.


Elisa Juara

Dated: July 10, 2003