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**FLORIDA NON-PROFIT CORPORATION**

**floridians for conservative leadership in government**

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ARTICLES OF INCORPORATION  
of

FLORIDIANS FOR CONSERVATIVE LEADERSHIP IN GOVERNMENT, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 817, Florida Statutes.

ARTICLE I

NAME, ADDRESS AND RESIDENT AGENT

Section 1. Name: The name of this corporation is FLORIDIANS FOR CONSERVATIVE LEADERSHIP IN GOVERNMENT, CORP. For convenience, the corporation shall be referred to in these Articles as the "Corporation".

Section 2. Address: The street address of the principal office of the Corporation is 2121 Ponce de Leon Boulevard, #1100, Coral Gables, Florida 33134.

Section 3. Resident Agent: The initial resident agent of the Corporation shall be MARCO RUBIO, whose address is 2121 Ponce de Leon Boulevard, #1100, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE AND POWERS

Section 1. Purposes: The Corporation is formed for the purpose of educating the public about conservative leadership in government.

Section 2. Powers: In furtherance of the purposes of the Corporation, the Corporation may exercise any and all of the powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter exercise.

The foregoing statement of purposes shall be construed as a statement both of powers, and purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, to a substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

Notwithstanding any other provisions of these Articles, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Prepared by: Maria R. Caso Caserta, Esq.  
Florida Bar no. 882755  
4539 Ponce de Leon Boulevard  
Coral Gables, Florida 33148  
(305) 886-9300

**ARTICLE III**  
**NON-PROFIT NATURE**

The Corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any member. The Corporation may, however, reimburse its members for actual expenses incurred for or in behalf of the Corporation, and may pay compensation in a reasonable amount to its members for actual services rendered to the Corporation, as permitted by law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 or operate exclusively for such purposes.

**ARTICLE IV**  
**MEMBERSHIP**

The qualification of members and manners of their admission shall be determined by the By-Laws.

**ARTICLE V**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE VI**  
**SUBSCRIBERS**

The name and residence address of each subscriber to these Articles of Incorporation is:

MARCO RUBIO                      2121 Ponce de Leon Blvd., #1100, Coral Gables, FL 33134

**ARTICLE VIII**  
**OFFICERS**

Section 1. Officers: The affairs of the Corporation shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

Section 2. Election and Qualification: The Board shall elect the President, a Vice President, a Secretary and a Treasurer within thirty (30) days of the annual meeting at which directors are elected and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The terms of the officers shall be one year and will continue until qualified successors are duly elected and have taken office. The

president shall be a director, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE VIII FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	MARCO RUBIO
Vice-President:	JEANETTE DOUSDEBES
Treasurer:	JOAQUIN URQUIOLA
Secretary:	JOAQUIN URQUIOLA

#### ARTICLE IX BOARD OF DIRECTORS

Section 1. Initial Board: The number of directors serving on the initial Board shall be three (3).

Section 2. Initial Directors: The names and address of the persons who are to serve on the first Board are as follows:

MARCO RUBIO	2121 Ponce de Leon Blvd., #1100, Coral Gables, FL 33134
JEANETTE DOUSDEBES	2121 Ponce de Leon Blvd., #1100, Coral Gables, FL 33134
JOAQUIN URQUIOLA	2121 Ponce de Leon Blvd., #1100, Coral Gables, FL 33134

Section 3. Selection of Initial Board: Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the members of the Corporation at the annual meeting of the membership as provided for the method of voting in the election and for the removal from office of Directors. Only members of the Corporation, or authorized representatives, officers or employees of corporate members may be Directors.

If members elected to the Board by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

#### ARTICLE X BY-LAWS

The first By-laws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-Laws, or at any annual meeting of the Corporation, or any special meeting duly called for such purpose, upon the vote of the members as provided in the By-Laws, except that the initial By-Laws of the Corporation shall be made and adopted by the first Board of Directors.

#### ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this Corporation, as a director or officer of any other Corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation; any director individually, or any firm of which any directors may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other Corporation or not so interested.

#### ARTICLE XII ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a member of the Corporation. These Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the members existing at the time of such amendment.

30th IN WITNESS WHEREOF, the said subscribers have hereunto their signatures, this  
day of January, 2004.

  
MARGO RUBIO

Incorporator/Director/President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 617.0501, Florida Statutes, the following is  
submitted:

That FLORIDIANS FOR CONSERVATIVE LEADERSHIP IN GOVERNMENT,  
CORP., desiring to organize under the laws of the State of Florida with its principal  
office as indicated in the Articles of Incorporation at City of Coral Gables, County of  
Dade, State of Florida, has named MARCO RUBIO, located at 2121 Ponce de Leon  
Boulevard, #1100, Coral Gables, Florida 33134 as its agent to accept services of  
process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby accept to act in this  
capacity, and agree to comply with the provisions of said Act relative to keeping open  
said office.

  
MARCO RUBIO  
Registered Agent

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