

N 04000001589

day 10
3309
Miami
Fernandez
SW 113 pl
FL 33185

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

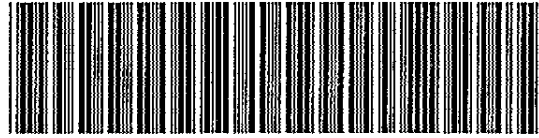
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800028364868

02/11/04--01010--002 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 10 PM 1:33

FILED

per KB/BC
2/17

1
FILED

04 FEB 10 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ASSOCIATION FOR THE ADVANCEMENT OF THE AMERICAS, INC**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE-1 Name

The name of the corporation is as follows:

THE ASSOCIATION FOR THE ADVANCEMENT OF THE AMERICAS, INC

ARTICLE-2 Address

The address of the principal office and the mailing address of the corporation is:

**Principal Office Address: 3509 SW 113 Place
Miami, Florida 33165**

ARTICLE-3 Purposes

The Association for the advancement of the Americas INC is organized, and shall be operated exclusively for charitable, educational, research and advocacy purposes including the following:

To further its purpose of existence, the corporation will offer multilingual health and human services including, but not limited to intense education, research, and advocacy for the advancement of disadvantaged and undeserved population of the Americas to protect their basic human rights. Also included is the promotion and advocacy for the integration of the economies, legislations, and any other aspects related to the facilitation of the collaboration, and or full integration of the Americas.

The ultimate goal of the corporation is to empower targeted individuals and to lead them to self-sufficiency and financial independence, so they too can live a happier, healthier and productive life and become a contributing member of their communities.

ARTICLE-4 Board of Directors

There shall be a Board of Directors consisting of at least three individual. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of Directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two thirds of the Boards of Directors. However, Executive Director removal shall require a unanimous vote of the Board of Directors.

ARTICLE-5 Powers

Solely for the above purposes, the corporation shall have the following powers:

- A. To exercise all rights and powers confer by the Laws of the State of Florida of non profit corporation, including, but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: To acquire be bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sale, expend, disburse, lease, mortgage, convey, option donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporation may be incorporated under the Florida Not-For Profit Corporation Act, and any other successor or amendment of the Florida Not-For Profit Corporation Act.
- C. To do any other things as are in incidental to the powers of the corporation, necessary, or desirable in order to accomplish the purposes of the corporation.

ARTICLE-6 Initial Registered Office and Agent

The street address of the initial registered office of the corporation is:

**3509 SW 113 Place
Miami, Fl 33165**

The name of its initial registered agent at that address is:

Abdala Fernandez

ARTICLE-7 Incorporators

The name and physical address of each incorporator (the Board members) are as follows:

**Abdala Fernandez, President
Secretary/ Vice-president
3509 SW 113 Place
Miami, FI 33165
33014**

**Fresnel Laurent, Treasurer
498 NW 165 Street, #604D
Miami, FI 33169**

**Michael Salem,
6363 Gage Place
Miami Lakes, FI**

ARTICLE-8 Duration

The duration of the corporation is perpetual.

ARTICLE-9 Not for Profit

The corporation is an not for profit corporation under Chapter 617, Florida Statutes. The corporation is not for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA 501(c) (3) (referred to below as @code@). If the corporation ever has members, no member shall have any vested right interest of privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under theses articles, under law and uncer USCA 501 (c) (3).

ARTICLE-10 Immunity Status

It is intended that the corporation shall qualify as an educational or charitable or educational institution within the United States under 22 USCA 2459 (Immunity from seizure under judicial process of cultural objects for temporary exhibition or display). This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE-11 Tax Exempt Status

It is intended that the corporation shall have and continued to have the status of a corporation that is exempt from federal income taxation 26 USCA 501 (a) as an organization described in 26 USCA 5012 (c) (3) and which is other than a private foundation as define in 26 USCA 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA 501 (c) (3). All references in theses articles to sections of the Internal Revenue Code of 1986, as for time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE-12 Dissolution

On the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all payment of all of the liabilities of the corporation, distribute all the assets of the corporation exclusively for charitable or educational purposes, in such manner and to such qualified organization or organizations, as the board of directors shall determine. Any of the assets not so distribute shall be distributed in accordance with the direction of any court having jurisdiction in the country in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determined. For purposes of this article, an organization is a qualified organization only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA 170 and 170 (c) (2) (b) and is described in 26 USCA 509 (a) (1), (20), or (3).

ARTICLE-13 Bylaws

The bylaws of the corporation are to be made by the Board of Director, and may be altered amended or rescinded by the unanimous affirmative consent of the Board of Directors.

ARTICLE-14 Commencement of Corporate Existence

The date when corporate existence shall commence is as of the date of filing.

In witness, the under signed incorporator has signed these articles of incorporation on January 30, 2004.

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.

Abdala Fernandez
Abdala Fernandez
Registered agent

Jan 30, 2004
Date

FILED
04 FEB 10 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA