

N04000002745

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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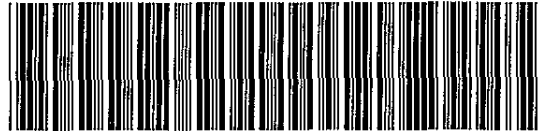
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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204-10747
3/17

Charter Number Only

VALIDATION ONLY

3/19/04

Julio M. Gomez

Requestor's Name

2000 Douglas Rd PH#10

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

CORPORATION(S) NAME

Latin American Motorcycle Association of
Miami Charitable Foundation, Inc.

() Profit

☒ NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

☒ Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

☒ Walk In

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Document

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Verifier

Acknowledgment

W.P. Verifier

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 17, 2004

EMPIRE

SUBJECT: LATIN AMERICAN MOTORCYCLE ASSOCIATION (L.A.M.A.) OF
MIAMI CHARITABLE FOUNDATION, INC.
Ref. Number: W04000010747

We have received your document for LATIN AMERICAN MOTORCYCLE ASSOCIATION (L.A.M.A.) OF MIAMI CHARITABLE FOUNDATION, 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):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 704A00017771

ARTICLES OF INCORPORATION
OF
LATIN AMERICAN MOTORCYCLE ASSOCIATION
OF MIAMI CHARITABLE FOUNDATION, INC.

FILED
04 MAR 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes..

ARTICLE 1 - NAME

The name of this corporation is: **LATIN AMERICAN MOTORCYCLE ASSOCIATION OF MIAMI CHARITABLE FOUNDATION, INC.**, hereinafter referred to as "Corporation".

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the Corporation shall be 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, 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

**President: ANGEL ROMERO
Secretary: MARITZA ROMERO
Treasurer: ALBERTO ROMERO**

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7317 NW 56th Street, Miami, Florida, 33166 and the mailing address is

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is **ANGEL ROMERO** whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - DIRECTORS

The Directors of the Corporation shall be:

**ANGEL ROMERO
ALBERTO ROMERO
MARITZA ROMERO**

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 7317 NW 56 Street, Miami, FL, 33166. The name and address of the registered agent of this Corporation is ANGEL ROMERO, 7317 NW 56 Street, Miami, FL, 33166.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - DISSOLUTION

Upon 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by court of Competent Jurisdiction 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 purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15 day of MARCH, 2004.


ANGEL ROMERO, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

ANGEL ROMERO, having a business office identical with the registered officer of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.


ANGEL ROMERO
Registered Resident Agent

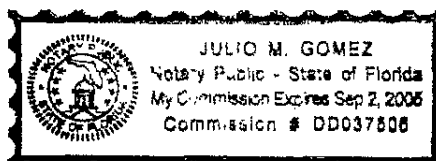
STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared: **ANGEL ROMERO**, who produced the following type of Identification _____ and/or are personally known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 15 day of MARCH, 2004.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



FILED
04 MAR 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ANGEL ROMERO, of LATIN AMERICAN MOTORCYCLE ASSOCIATION
OF MIAMI, INC., who is also the Registered Owner of the trademark/servicemark
L.A.M.A., hereby consent to the filing of the corporation known as LATIN AMERICAN
MOTORCYCLE ASSOCIATION OF MIAMI CHARITABLE FOUNDATION,
INC.



ANGEL ROMERO

President

Latin American Motorcycle Association
(L.A.M.A.) of Miami, Inc.

DATED this 15 day of MARCH, 2004.