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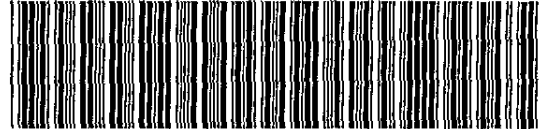
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Lillian Castaneda  
1925 Brickell Avenue, D1108  
Miami, FL 33129  
(407) 244-1132  
mcblanco@hklaw.com

May 20, 2004

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

Re: Fundación Educativa Carlos M. Catañeda Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and a check for \$87.50 payable to the Florida Department of State.

Sincerely,



Lillian Castaneda

Enclosures: Check, articles and a copy

ARTICLES OF INCORPORATION  
OF  
FUNDACIÓN EDUCATIVA CARLOS M. CASTAÑEDA, Inc.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Fundación Educativa Carlos M. Castañeda, Inc. (hereinafter called the "Corporation"). The Corporation's name is in Spanish and the English translation is "Educational Foundation Carlos M. Castañeda."

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office of the Corporation shall be 1925 Brickell Avenue, Apt. D-1108, Miami, Florida 33129, and the mailing address shall be 1925 Brickell Avenue, Apt. D-1108, Miami, Florida 33129.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1925 Brickell Avenue, Apt. D-1108, Miami, Florida 33129. The name of the initial registered agent at that address is Lillian Castañeda.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or

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may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation 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, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

##### MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

Marili Blanco, 5838 Masters Blvd. Orlando, Florida 32819

Aileen Castañeda, 59 Kings Court, Apt. 903, San Juan, Puerto Rico 00911

Eduardo Castañeda, Urb. San Pedro Estates, B-18 San Ignacio St. Caguas, Puerto Rico 00725

Emily Castañeda, 2904 Norwich Drive West, Bradenton, Florida 34205

Lillian Castañeda, 1925 Brickell Ave. D-1108, Miami, Florida 33129

Tanya Castañeda, 40 S. Prospect Drive, Coral Gables, Florida 33133

Humberto Castelló, 2271 S.W. 20 Street, Miami, Florida 33145

Gloria Leal, 1280 S. Alambra Circle, Apt.1308, Coral Gables, Florida 33146

Pedro Yanes, 275 W. Enid Drive, Key Biscayne, Florida 33149

#### ARTICLE VII

##### DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VIII

##### DURATION

The Corporation shall exist perpetually.

#### ARTICLE IX

##### AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

#### ARTICLE X

##### BYLAWS

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

#### ARTICLE XI

##### INCORPORATOR

The name and address of the incorporator is:

Lillian Castañeda, 1925 Brickell Ave. D-1108, Miami, Florida 33129

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 20 day of May, 2004.

  
Lillian Castañeda, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Fundación Educativa Carlos M. Castañeda, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 1925 Brickell Avenue, Apt. d-1108, Miami, Florida 33129, County of Miami-Dade, State of Florida has named Lillian Castañeda, whose address is 1925 Brickell Avenue, Apt. d-1108, Miami, Florida 33129, Miami-Dade County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

  
Lillian Castañeda, Registered Agent

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