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## From:

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## FLORIDA NON-PROFIT CORPORATION

## VENEZUELA SOMOS TODOS, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
VENEZUELA SOMOS TODOS, INC.**

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-for profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **VENEZUELA SOMOS TODOS, INC.** (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The purpose for which this Corporation is organized is mainly related, but not limited, to all non-profit activities permitted under 26 U.S.C. Section 501 (c) (3), or the corresponding section of any future federal tax code. This Corporation shall implement programs intended to assist and educate Hispanic youth for academic success; the Corporation will be involved in charitable and humanitarian programs to provide and facilitated the adaptation process to the educational system of those Hispanic communities residing in the United States of America, starting in South Florida. The Corporation will also be involved in the creation of information network for Hispanics immigrants regarding assistance among other issues; create union between American (U.S.A.) and Latin American Communities.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earning 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 activity of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participated 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 this 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 under, or (b) by a

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Corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax code.

#### **ARTICLE 4 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 16917 Royal Poinciana Drive, Weston, Florida 33326 and the mailing address are the same.

#### **ARTICLE 5 - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Jorge Fernandez  
1290 Weston Rd. Suite 306  
Weston, Fl.33326

#### **ARTICLE 6 - OFFICERS**

The Officers of the Corporation shall be:

President:	Luis Prieto
Vice President	Luis Pina
2 <sup>nd</sup> .Vice President	Antonio D. Esquivel
Secretary:	Sarita Bittan
Treasurer:	Tony Intriago

Whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLES 7 - DIRECTOR(S)**

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

Luis Prieto  
Luis Pina  
Antonio D. Esquivel  
Sarita Bittan  
Tony Intriago

Whose addresses shall be the same as the principal office of the Corporation.

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**ARTICLE 8 – TERMS OF EXISTENCE**

*This Corporation shall have a perpetual existence*

**ARTICLE 9 – CAPITAL STOCK**

*This Corporation shall have not capital stock and shall be composed of member rather than shareholders.*

**ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP**

*The categories of memberships, 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 GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326. The name and address of the registered agent of this Corporation is GBS Consultants, 1290 Weston Rd, Suite 306, Weston Fl. 33326.*

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**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 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, 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

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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 9 / 20 / 2004.

  
Jorge E. Fernandez, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

GBS Consultants, having a business office identical with the registered office 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

GBS Consultants



Iris C. Fernandez, Vice-President