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2004 NOV 12 P 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Valladares Project

Freedom, Justice and Hope for All

November 4, 2004

**VIA CERTIFIED MAIL #
RETURN RECEIPT REQUESTED**

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of The Valladares Project, Inc. (Florida domestic not-for-profit)

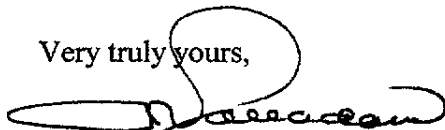
Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of The Valladares Project, Inc., a Florida not-for-profit corporation.

Also enclosed is payment of \$70.00 to file the Articles of Incorporation. Please date stamp the duplicate original set of Articles of Incorporation and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Armando Valladares
Incorporator

Enclosures

**ARTICLES OF INCORPORATION
OF
THE VALLADARES PROJECT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is The Valladares Project, Inc. (the "Corporation").

ARTICLE II. EXEMPT STATUS

The Corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its members, directors, advisors, or officers, 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 purpose for which it is organized and to the extent permitted under the Florida Not For Profit Corporation Act (the "Act"). No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Article II, 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 (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

All references in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III. PURPOSE

The Corporation is a not-for-profit corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Code to be a public charity which promotes the advancement of human rights with emphasis on child protection efforts, and any and all related public and charitable purposes; and, to take and hold, by bequest, devise, gift, grant purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any

laws applicable thereto. The corporation is further organized for the purpose of performing all acts and doing all things deemed necessary or desirable to further such purposes, and for the purpose of engaging in any lawful act or activity and may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Act, or any successor provisions thereto.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence, which shall commence upon issuance of its corporate charter.

ARTICLE V. PRINCIPAL OFFICE

The principal office of the Corporation is 782 NW 42nd Avenue, Suite 636, Miami, Florida 33126.

ARTICLE VI. MEMBERS

The qualifications for membership and the manner of admission of members, if any, shall be set forth in the By-laws of the Corporation.

ARTICLE VII. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent of the Corporation is Armando Valladares and the address of the registered agent is 782 NW 42nd Avenue, Suite 636, Miami, Florida 33126.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall initially consist of six (6) directors who shall be elected in the manner provided for in the By-laws of the Corporation. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors.

ARTICLE IX. INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501(c)(3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE X. INDEMNIFICATION

Section 1. Right to Indemnification. Each person (including her and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs, and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article X in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of the other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article X or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor, officer, and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

ARTICLE XI. INCORPORATOR

The name and address of the Incorporator is Armando Valladares, 782 NW 42nd Avenue, Suite 636, Miami, Florida 33126.

ARTICLE XII. BY-LAWS


The By-laws of the Corporation shall be initially made and adopted by the initial Board of Directors of the Corporation and thereafter approved by the membership in accordance with or as may be otherwise provided in the By-laws. Amendments to the By-laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to all members with a call to the meeting in accordance with the applicable notice provisions contained in the By-laws.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the applicable provisions of the By-laws of the Corporation, and every amendment shall be approved by a majority vote of the directors entitled to vote on an amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation on this 4th day of November, 2004.

Witness



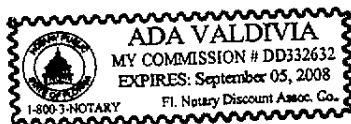
Armando Valladares
Incorporator


STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Armando Valladares who is either () personally known to me or () who produced his as photographic evidence that he is the person described herein who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this day of November, 2004.

My Commission Expires:





Notary Public
State of Florida at Large

Ada Valdivia

Printed Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE MADE**


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

The Valladares Project, Inc. elects to organize under the laws of the state of Florida with its principal office located at 782 NW 42nd Avenue, Suite 636, Miami, Florida 33126, and has named Armando Valladares, having an address at 782 NW 42nd Avenue, Suite 636, Miami, Florida 33126, as its agent to accept service of process within the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for The Valladares Project, Inc. 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

November , 2004



Armando Valladares
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA