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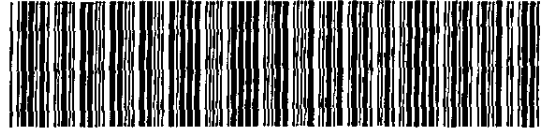
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STATE OF TEXAS

TRANSMITTAL LETTER

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

SUBJECT: CENTRO DE AYUDA SOCIAL Y EDUCATIVA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Roberto M. GARRIDO
Name (Printed or typed)

1390 NW 29 AVE
Address

MIAMI, FL 33125
City, State & Zip

305-642-1054
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

CENTRO DE AYUDA SOCIAL Y EDUCATIVA, INC.

FILED
05 JAN 12 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporations Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

CENTRO DE AYUDA SOCIAL Y EDUCATIVA INC.

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office and the mailing address of this corporation is:

90 N.W. 27 Avenue
Miami, Florida 33125

ARTICLE III

EFFECTIVE DATE AND DURATION

This corporation shall be effective from JANUARY 10, 2005.

ARTICLE IV

PURPOSE

This corporation is organized exclusively for charitable, literary, educational and social assistance purposes, within the guidelines of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law and such purposes shall include, but not be limited to, the following:

Section 1.

General Purpose.

The purpose of the corporation shall be for charitable, literary, educational and social assistance purposes for the Spanish speaking community as well as other minorities of Miami-Dade County. Other communities may be added in the future including Monroe, Broward, and Palm Beach Counties.

Section 2.

Specific Purposes.

The corporation has the following specific purposes and objectives initially. Other programs may be added:

1. Establish and maintain a vocational learning center to prepare Hispanics in the community for the local job market. The initial programs will include teaching ESOL and basic computer skills. Additional programs may be added to respond to particular needs that may arise in the community.
2. Establish and maintain a program of food distribution to low income and unemployed families or individuals in our community.
3. Establish and maintain a job placement and social assistance referral service center to assist in the assimilation process of incoming refugees.
4. Establish and maintain diverse after-school programs for juveniles as a means of preventing delinquency. Such programs may include, but not limited to, assistance with homework/tutoring, sports and recreation programs, and FCAT reviews and assistance.
5. Provide emergency relief to victims of disasters or other crisis that may arise in our community independently and/or in cooperation with other non-profit 501 (c) (3) agencies.
6. Establish other assistance programs in response to specific needs that arise in the community in order to assist the local government in responding to such needs and therefore lessening the burdens of government. Such programs will be primarily focused towards the relief of the poor, the distressed, or the underprivileged.
7. Solicit and raise funds necessary for the operation of such programs.
8. Develop and encourage a program to receive and utilize such moneys or other gifts as may be given to the corporation to carry out any of its purposes.
9. Operate only as a non-profit corporation, having no stockholders, in such a manner as to qualify as an organization defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

Notwithstanding any other provisions of these articles, this organization 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 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed by the Directors of the Corporation. The manner of the election of Directors shall be as set forth in the By-laws of the Corporation. The Board of Directors shall consist of not fewer than three (3) Members, and not more than a maximum number determined by the By-Laws of the Corporation.

ARTICLE VI

INITIAL DIRECTORS

The initial Directors of the Corporation who shall serve until the election and installation of their successors, and their addresses are:

Rev. Roberto M. Garrido
1390 NW 29 Avenue
Miami, Florida 33125

Rev. Juan Valdés
3231 N.W. 16 Street
Miami, Florida 33125

Mrs. Daisy G. Valdés
3231 N.W. 16 Street
Miami, Florida 33125

ARTICLE VII

INITIAL OFFICERS OF THE BOARD OF DIRECTORS

The initial officers of the Board of Directors who shall serve until the election and the installation of their successors, and their addresses are:

Roberto M. Garrido
1390 NW 29 Avenue
Miami, Florida 33125

Chairman

Juan Valdés
3231 N.W. 16 Street
Miami, Florida 33125

Vice Chairman

Daisy G. Valdés
3231 N.W. 16 Street
Miami, Florida 33125

Secretary

The initial Officers of the Board of Directors of the Corporation shall have full power and authority to enter into such agreements and contracts, including agreements for the lease of real property, and to establish such banking and financial accounts as they deem necessary for the benefit of the Corporation.

ARTICLE VIII

INITIAL OFFICERS OF THE CORPORATION

The initial Officers of the Corporation who shall serve until the election and the installation of their successors, and their address are:

Roberto M. Garrido
1390 NW 29 Avenue
Miami, Florida 33125

President

Juan Valdés
3231 N.W. 16 Street
Miami, Florida 33125

Vice President

Daisy G. Valdés
3231 N.W. 16 Street
Miami, Florida 33125

Secretary / Treasurer

The initial Officers of the Corporation shall have full power and authority to enter into such agreements and contracts, including agreements for the lease of real property, and to establish such banking and financial accounts as they deem necessary for the benefit of the Corporation.

ARTICLE IX

RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 IV hereof. The Corporation shall not have capital stock or shareholders.

ARTICLE X

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall pay or make provision for the repayment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the Corporation exclusively for the express purposes stated in ARTICLE IV hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE XI

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of majority of the Board of Directors.

ARTICLE XII

AMENDMENTS

These Article of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors.

ARTICLE XIII

CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt organization's (Centro de Ayuda Social y Educativa, Inc.) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1.

Definitions.

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 2.

Procedures.

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to

investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 3.

Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 4.

Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 5.

Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 6.

Periodic Reviews.

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7.

Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 6, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

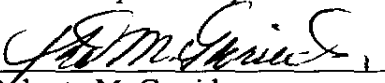
ARTICLE XIV

REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is:

Roberto M. Garrido
90 NW 27 Avenue
Miami, Florida 33125

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: 
Roberto M. Garrido

ARTICLE XV

INCORPORATOR

The name and address of the Incorporator who is a citizen of the United States are :

Roberto M. Garrido
1390 NW 29 Avenue
Miami, Florida 33125

IN WITNESS WHEREOF, the undersigned, as Incorporator, does hereby execute these Articles of Incorporation this tenth (10) day of JANUARY, 2005.


ROBERTO M. GARRIDO, Incorporator