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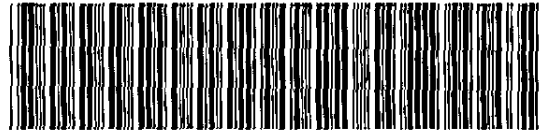
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Hampton JUN 01 2005

PROGRESO FOUNDATION, INC.
Proposed Florida Non Profit Corporation

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

RE: PROGRESO FOUNDATION, INC. (PROPOSED CORPORATE NAME)

To Whom It May Concern:

Enclosed please find an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 as Filing Fee, Certified Copy and Certificate of this non-profit corporation.

Thank you.

FROM: RUSH D. LAWSON, ESQ.
INCORPORATOR
207 ½ ORANGE AVE., SUITE C
FORT PIERCE, FL 34950-4348
TEL.: (772) 462-0234

Sincerely,


Rush D. Lawson

PROGRESO FOUNDATION, INC.
Proposed Florida Non Profit Corporation

Florida Department of State
Division of Corporations
P.O. Box 6327
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INCORPORATOR
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FORT PIERCE, FL 34950-4348
TEL.: (772) 462-0234

Sincerely,


Rush D. Lawson

5-31-05

Ms. Hampton -

Here are my corrected articles. Thank
you very much for holding it for me
for filing.



ARTICLES OF INCORPORATION OF "PROGRESO FOUNDATION, INC."

(A Florida Non Profit Corporation)

The undersigned, desiring to form a non profit corporation pursuant to the laws of the State of Florida, as contained in Chapter 617 of Florida Statutes (Not for Profit), hereby certifies:

ARTICLE I: NAME

The name of this corporation shall be "Progreso Foundation, Inc." a Florida not-for-profit corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation will be located in the City of Fort Pierce in St. Lucie County, 207 ½ Orange Avenue, Suite C-D, Fort Pierce, FL 34950-4348. The mailing address of this corporation shall be Progreso Foundation, Inc., Rush D. Lawson, Esq., 207 ½ Orange Avenue, Suite C, Fort Pierce, FL 34950-4348.

ARTICLE III: PURPOSE

The purpose for which this corporation is organized is principally charitable, cultural and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law and Chapter 617 of Florida Statutes. The corporation, in order to implement these purposes, shall promote and develop the progression and advancement of the Hispanic community in the State of Florida through discussion, exchange of information, activities, and/or counseling services. These purposes shall be broadly interpreted to allow the corporation flexibility in engaging in all activities that promote the interests of the corporation, so long as the same do not adversely affect the corporation's tax-exempt status for federal income tax purposes.

In furtherance of such purposes, the corporation shall have the power to:

1. Operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes. This Corporation shall be a non-stock corporation.
2. Enrich the lives of Hispanic individuals and families in the State of Florida by promoting a sense of community and stability.
3. Perform all the duties and obligations of the corporation and to undertake to perform acts and duties incident thereto, and to perform all other acts necessary or convenient in the pursuit of the same.
4. Use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provisions of use and application to be exclusively for charitable/ educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.
5. Receive donations in cash and all monies from any lawful means; and pay all expenses incidental to the conduct of the business of the corporation.

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STATE OF FLORIDA

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6. Acquire by gift, purchase or otherwise own, hold, and maintain, sell, transfer, dedicate to public use or otherwise dispose of personal property in connection with the affairs of the corporation.
7. Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.
8. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.
9. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.
10. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV: DIRECTORS OF THE CORPORATION

Section 4.1: Number of Directors

The number of Directors constituting the Board of Directors shall not be less than three. The Board of Directors may change the number of Directors to sit on the Board, but at no time shall that number be less than three. The initial Board of Directors shall be made up of three Directors, whose names and address are listed in Section 4.3.

Section 4.2: Election of Directors

The manner of election of Board members and their terms, along with the requirements for Board membership, shall be by nomination and election as set forth in the bylaws of the corporation. By election to the Board, a Director shall also be a member of the corporation and may serve as an officer as set forth in the bylaws.

Section 4.3: Initial Directors of the Corporation.

The initial Board of Directors shall consist of the following Directors:

Jacqueline Bass	3020 Hunt Road Oakton, VA 22124-1312
Rush D. Lawson	207 ½ Orange Ave, Suite C Fort Pierce, FL 34950
Tammy B. Lawson	220 Sea Dunes Drive Melbourne Beach, FL 32951

ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS OF THE CORPORATION

Section 5.1: Election of Officers

The officers of the board of directors shall be nominated and elected as set forth in the bylaws, and their terms shall be set forth in the bylaws.

Section 5.2: Number of Officers

The corporation shall initially have three officers, a Chair, a Vice Chair, and a Secretary/ Treasurer. The Board may, by resolution, add additional officers as it deems appropriate.

Section 5.3: Initial Officers of the Corporation

The initial officers of the corporation shall be:

Chair	Rush D. Lawson
Vice Chair	Jacqueline Bass
Secretary/ Treasurer	Tammy B. Lawson

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT OF THE CORPORATION

The initial registered office of the corporation is located at 207 ½ Orange Avenue, Suite D, Fort Pierce, FL 34950-4348. Rush D. Lawson shall be the initial registered agent of the corporation at that address.

ARTICLE VII: INCORPORATOR OF THE CORPORATION

The name and address of the incorporator of this corporation is as follows:

NAME: Rush D. Lawson

ADDRESS: 207 ½ Orange Avenue, Suite C, Fort Pierce, FL 34950-4348.

ARTICLE VIII: MEMBERSHIP IN THE CORPORATION

The members of the Board of Directors shall constitute the membership of the corporation.

ARTICLE IX: BYLAWS OF THE CORPORATION

The Board shall adopt the initial bylaws of the corporation by majority vote of the Directors present and voting at a meeting called for that purpose provided a quorum is present. Thereafter, any amendment, modification, rescission or creation of a bylaw shall require a two-thirds (2/3) majority vote of the Directors in favor of the change at any regular meeting of the Board or at any special meeting called for that purpose. The procedure for creating, amending, modifying, or rescinding bylaws shall be set forth in the bylaws.

ARTICLE X: AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, modified, or rescinded by a two-thirds (2/3) majority vote of the entire Board of Directors. The vote for the amendment, modification, or rescission of these Articles of Incorporation may take place at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

ARTICLE XI: DURATION

This corporation shall exist perpetually, unless dissolved under provisions of these Articles, the Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE XII: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principle office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of Florida, have executed these Articles of Incorporation, this 31st day of May, 2005.

Rush D. Lawson

Rush D. Lawson

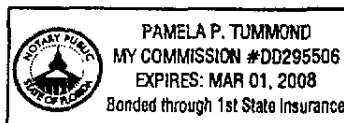
INCORPORATOR

STATE OF FLORIDA**COUNTY OF ST. LUCIE**

The foregoing instrument was acknowledged before this 31st day of May, 2005, by Rush D. Lawson, who is personally known to me or who has produced _____ as identification.

Pamela P. Tummund
Notary Public - State of Florida

My Commission Expires: March 1, 2008

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation 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, this the 31st day of May, 2005.

Rush D. Lawson

Rush D. Lawson

Registered Agent