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FLORIDA NON-PROFIT CORPORATION

NATIONAL MINORITY LAW GROUP, INC.

Certificate of Status	1
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Page Count	03
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C.S.G.

ARTICLES OF INCORPORATION
OF
NATIONAL MINORITY LAW GROUP, INC.

ARTICLE 1. - NAME

The name of this Corporation is the: National Minority Law Group, Inc.

ARTICLE 2. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

ARTICLE 3. - DURATION

The Corporation shall have perpetual existence.

ARTICLE 4. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

National Minority Law Group, Inc.
2555 Ponce De Leon Blvd.
Suite 300
Miami, Florida 33134
Attn: Francisco J. Gonzalez

ARTICLE 5. - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated for the purposes permitted within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To the extent permitted by Section 501(c)(3) of the Code, the purpose of the Corporation is to participate and further the education of the general public, and especially Corporate America, with regard to members of the legal profession that are or have been historically disadvantaged due to race, color, religion or gender (collectively, "MBWL"). The goals of the Corporation include:

- Promote, foster and further the education of Corporate America and the general public with regard to stereotypes and beliefs affecting MBWL's.
- Promoting awareness and act as a liaison between MBWL and Corporate America.
- Promote and foster a fair and full exposition of the issues facing (i) MBWL's in dealing with Corporate America and the general public; and (ii) Corporate America in dealing with MBWL's.
- Increasing the level of knowledge and awareness in order to help overcome any bias of Corporate America or any belief in stereotypes and promote the efficacy and qualifications of MBWL's as a group.
- Foster and actively promote the education of MBWL's in methods to overcome bias and stereotypes.

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B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation as defined in Section 617.0835, Florida Statutes.

C. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote social welfare, religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Director, 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 tax exempt purposes set forth herein.

ARTICLE 6. - MEMBERSHIP

Membership in the Corporation shall be open to anyone that shares in these goal, under criteria to be established in the Bylaws. Payments of fees by Members shall be determined in the Bylaws. The authorized number, the different classes of Membership, obligations, rights and privileges of Members and the termination of Membership shall be as set forth in the Bylaws.

ARTICLE 7. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by an Executive Committee, who shall have all the rights, duties and powers as a Board of Directors under Chapter 617, Florida Statutes. The terms and election of Executive Committee members and the duties and powers of the Executive Committee shall be as set forth in the Bylaws. The initial members of the Executive Committee and the election of members thereafter, shall be as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

ARTICLE 8. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Executive Committee. No part of said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to (i) an organization being operated for purposes that are similar to the Corporation's; provided that such organization is qualified as an exempt organization under Section 501(c)(3); or, (ii) if a suitable organization qualified under Section 501(c)(3) cannot be located, then such assets shall be distributed to any organization being operated for religious, charitable, educational, sports, athletic and recreational purposes; provided that such organization is

qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court 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.

ARTICLE 9. - INITIAL REGISTERED OFFICE AND AGENT

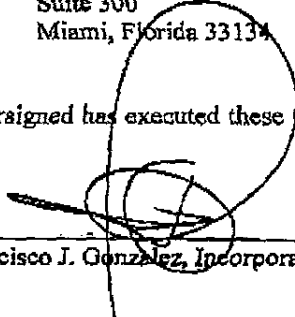
The initial registered office of this Corporation shall be 2555 Ponce De Leon Blvd., Suite 300, Miami, Florida 33134 and the initial registered agent of this Corporation at such office shall be Francisco J. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE 10. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Francisco J. Gonzalez	2555 Ponce De Leon Blvd. Suite 300 Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3th day of June, 2005.



Francisco J. Gonzalez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of National Minority Law Group, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date:



Francisco J. Gonzalez, Resident Agent

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