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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: HIDRAMICS IN ACTION, 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: NELSON MERCHANT-CELY
Name (Printed or typed)

2451 E BERKSHIRE BLVD.
Address

7021 ST LUCIE, FL 34952
City, State & Zip

772-337-5139
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
HISPANICS IN ACTION, INC.**

(A Florida non-profit corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name of the Corporation

The name of the Corporation is Hispanics In Action, Inc.

(Hispanics In Action, Inc. when translated in Spanish is
"Hispanos En Acción, Incorporado")

Article II
Statement Of Corporate Nature

This is a nonprofit corporation organized for charitable, religious, educational, literary, and/or scientific purposes pursuant to the Florida Corporations Not For Profit law set forth in Part 1 Chapter 617 of the State Of Florida Statutes.

Article III
Principal Place of Business and Mailing Address

The county in the State Of Florida where the principal office for the transaction of the business of this Corporation is to be located in the County of St. Lucie. The principal place of business and mailing address of the Corporation shall be:

2451 S.E. Berkshire Blvd.
Port St. Lucie, Florida 34952

Article IV
Purpose

(a) The Corporation is organized in order to engage in any lawful purposes not for pecuniary profit. The general purposes for which this Corporation is formed are to operate exclusively for charitable, religious, educational, literary, and/or scientific purposes as an exempt organization under Section 501(c) of the United States Internal Revenue Service Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the that Code.

(b) The specific and primary purposes for which this corporation is formed is to operate for the furtherance of the common good, public benefit and general welfare of the community, and for other charitable purposes, and by the distribution of its funds for such

-continued-

Article IV- Purpose Continued:

purposes, more particularly to carry out the mission of the Corporation. The mission of the Corporation is to promote the culture and well being of the "Hispanic community" by providing cultural exchange, leadership and empowerment opportunities in order to foster a pluralistic commitment and a sustainable quality of life at all levels of society. For the purposes of these Articles Of Incorporation, the "Hispanic community" is defined as a body of persons of Hispanic decent and/or people whom share the common character, traits and interests of the Hispanic culture.

The purpose of the Corporation is to:

- Provide leadership by example focused on improving the influence and power of the "Hispanic community" within society;
- Enhance the professional development status and position of Hispanics at all levels of the community;
- Empower the "Hispanic community" to increase awareness and understanding of their roots, their current and future generational presence;
- Design, implement and promote cultural, historic, economic, environmental justice and social activities in order to preserve the Hispanic values and heritage;
- Facilitate, promote, enhance and stimulate cross cultural language/communication and interaction opportunities;
- Facilitate access to the media and other venues for community outreach;
- Bring to broader public awareness and understanding the vital role, importance and value of Hispanic culture and contributions to society;
- Offer educational programs and learning enhancement opportunities (such as conferences, courses, seminars, workshops, lectures, panels, events, festivals, etc.);
- Bridge the gap between the Hispanic culture and Anglo-American culture in order to increase multi-cultural understanding, acceptance, acclimatization, integration, unity, and respect between the cultures
- Facilitate the cooperation, collaboration and coordination of Hispanic organizations which share common goals for the betterment of the "Hispanic community" and have goals in common with Hispanics In Action, Inc.
- Encourage, through advocacy, prudent public policy in regard to issues affecting the Hispanic community; and
- Any other purposes as the Founders/Directors deem appropriate which are in keeping with the mission of the Corporation.

Article V
Founders/Directors

There shall be three (3) members of the Board of Directors of the Corporation. These Directors shall be referred to herein as the "Founders" of the Corporation. The Founders are the individuals who established the Corporation. The names and addresses of the Founders are as follows:

Nelson Merchan-Cely, 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34952
Gail M. Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619
Maria Tinco, 208 Vogue, Fort Pierce, Florida 34950

The Founders shall serve as the Board of Directors and shall have full power and absolute authority over the governance of the Corporation and as provided by law. The Founders of the Corporation shall serve as Directors without term limitation and in a lifetime capacity. A founder may resign at any time by delivering written notice to the Board of Directors or its President or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a latter effective date. If a resignation is made at a latter effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. At the annual meeting of the Corporation each Founder shall submit a substitute or successor appointment who may be accepted to act in their stead to serve as a member of the Board of Directors of the Corporation in event of said Founder's resignation, incapacity or death; acceptance of all substitute or successor appointments shall be by consensus of the Founders and made by written instrument signed and acknowledged by the Founders/Board of Directors. In event the Founders are unable to reach consensus the Founding President shall have authority to make the final determination. At such time the Directors consist solely of substitute or successor appointed members, the Board of Directors may authorize a restructuring or expansion of the Board of Directors and the members of the Board of Directors shall henceforward be referred to only as "Directors" and not "Founders". There shall be an Executive Council, under the governance of the Founders/Directors, which shall serve in an advisory capacity to the Board of Directors. Such Executive Council shall consist of individuals representing the Hispanic community and the general community-at-large and any additional appointments made by the Founders/Directors. The terms of the Executive Council members shall be on an annual basis. There shall be no minimum or maximum number of Executive Council members. Founders/Directors and Executive Council members need not be residents of the State of Florida.

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Article VI
Officers

The affairs of the Corporation shall be managed by a President, a Vice President/ Treasurer, and a Secretary. The Founders shall serve as the Officers of the Corporation without term limitation and in a lifetime capacity. Additional officers may be appointed as the Founders/Directors warrant, but such appointments shall be by consensus of the Founders; additional officers shall have no governance authority, responsibilities or powers, other than those required by law as specified for the position they are appointed to. The names and address of the persons who shall serve as Officers under these Articles Of Incorporation are as follows:

President- Nelson Merchan-Cely, 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34952

Vice President/Treasurer- Gail M. Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619

Secretary- Maria Tinoco, 208 Vogue, Fort Pierce, Florida

In the event of a Founder's resignation, incapacity to serve as an officer or death and an officer position becomes vacant, the vacancy shall be filled through appointment by consensus of the Founders/Directors. In event the Founder/Directors are unable to reach consensus the Founding President shall have authority to make the final determination in regard to officer appointments. At such time the Officers consist solely of substitute or successor appointments, the Officers of the Corporation shall henceforward be elected by and for a term of office as shall be established by the Board of Directors.

Article VII
Registered Agent

The name of the initial registered agent of this corporation is Nelson Merchan-Cely, whose street address and mailing address is 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34953. The street address and mailing address of the initial registered office of this Corporation is 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34653.

Article VIII
Incorporators

The names and street addresses of the incorporators of the Corporation are as follows:

Nelson Merchan-Cely, 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34952

Gail M. Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619

Maria Tinco, 208 Vogue, Fort Pierce, Florida

Article IX
Duration

The term of existence of the Corporation is perpetual.

Article X
Members

The Corporation shall have members. Membership criteria, classification, and, if any, voting rights, and other rights, privileges, obligations, liabilities and responsibilities shall be as determined by the Founders/Board of Directors and in keeping with all applicable federal, state and local laws. Membership in the Corporation is not transferable or assignable.

Article XI
By-Laws

The By-Laws of the Corporation may be made, altered, or rescinded by the Founders/Board of Directors of the Corporation. The Articles Of Incorporation are paramount and any alterations, revisions, or rescission of the By-Laws shall be in keeping with the Articles Of Incorporation. All other powers, rights and obligations of the members and the management of this Corporation not set forth in these Articles Of Incorporation or applicable federal, state and local laws shall be as set forth in the By-Laws as determined by the Founders/Board of Directors.

Article XII
Amendments To Articles Of Incorporation

These Articles Of Incorporation may be amended by the act and consensus of the Founders of the Corporation. In event the Founder/Directors are unable to reach consensus the Founding President shall have authority to make the final determination. At such time when all the Founders are deceased, the Articles Of Incorporation may be amended by the act of the Board of Directors; such amendments may be proposed and adopted in the manner provided in the By-laws of the Corporation.

Article XIII
Voting and Proxies

The Founders/Directors shall have the power and authority to vote upon any and all issues concerning the Corporation. Each Founder/Director shall have one vote. The voting rights, if any, of members shall be as determined by the Founders/Board of Directors and in keeping with all applicable federal, state and local laws. The use of proxies in any form shall be prohibited.

Article XIV
General Powers

The Corporation shall be empowered to:

- Own, lease, acquire (through fee simple, less-than-fee-simple, gift/donation/devise, or any other legal means), sell or dispose, exchange, and convey property or any interest in property, real or personal;
- Operate and maintain real property;
- Sue and be sued;
- Enter into, perform and enforce contracts;
- Collect and expend dues paid by Members in amounts established by the Founders/Board of Directors;
- Collect and expend donations of money or property, real or personal, or other sums paid by Members or other persons or entities for the purpose of the fulfillment of the Corporation's mission;
- Do any act authorized by federal, state or local law.

Article XV
Tax Exemption And Dedication Of Assets

Said Corporation is organized exclusively for charitable, religious, education, literary, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the U.S. Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United States Internal Revenue Code). The assets of the Corporation are irrevocably dedicated exclusively for charitable, religious, educational, literary and/or scientific purposes as an exempt organization under Section 501(c) of the United States Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Article XVI
Distribution Of Assets For Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise lobbying for legislation, except that which is authorized by applicable federal, state or local laws governing not-for-profit corporations, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles Of Incorporation, 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 U.S. Internal Revenue Code of 1986 and update of 2002 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article XVII
Distribution Of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Founders/Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Founders/Board of Directors shall determine. Any such assets not so disposed of shall be disposed 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, which are organized and operated exclusively for such purposes.

Article XVIII
Certification Of Adoption

These Articles Of Incorporation were adopted by unanimous vote of the Founders/Board of Directors.

Article XIX
Effective Date

The effective date of these Articles Of Incorporation will be the date of receipt of the filing date with the Florida Department Of State, Division Of Corporations.

These Articles Of Incorporation were reviewed by Eula R. Robinson-Clarke, Attorney-At-Law. Office Address: Law Office of Eula R. Robinson-Clarke, P.A., 615 S.W. St. Lucie Crescent, Suite 2B & 2C, Stuart, Florida 34994.

CERTIFICATE DESIGNATING INCORPORATORS

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Acknowledgment

Having been named as incorporator of the above stated corporation, I am familiar with and accept the responsibilities and duties of the incorporator position and agree to act in this capacity and comply with the provisions of said Act relative to keeping open said office.

Signature/Incorporator

Print Name

NELSON MERCHAN-CELY

Date

06/24/05

Signature/Incorporator

Print Name

GAIL M. SUDORE

Date

JUNE 24, 2005

Signature/Incorporator

Print Name

Maria Tinoco

Date

June 24, 2005

On this 24 day of June, 2005, before me, a Notary Public in the aforesaid State and County, personally appeared Nelson Merchan-Cely, Gail M. Sudore, and Maria Tinoco who are known to me to be the persons named in and who executed the foregoing instrument and who severally acknowledged that they executed the same freely, for the purposes therein contained.

SEAL



CHAVON CASTRO
MY COMMISSION # DD 417432
EXPIRES: April 11, 2009
Bonded Thru Budget Notary Services

Chavon Castro

Signature of Notary Public

April 11, 2009

Date My Commission Expires

FILED

05 JUL 11 PM 4:03

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

SECRETARY OF STATE
FLORIDA

Pursuant to Chapter 48.091 and Chapter 617, Florida Statutes, the following is submitted in compliance with said Act: That the Hispanics In Action, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Port St. Lucie, County of St. Lucie, State of Florida, as set forth in the Articles Of Incorporation, has named Nelson Merchan-Cely, located at 2451 S.E. Berkshire Blvd., Port St. Lucie, Florida 34953, as its Registered Agent to accept service of process on the corporation's behalf within this State.

Acknowledgment

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity and comply with the provisions of said Act relative to keeping open said office.

Signature/Registered Agent

Print Name

Signature/Incorporator

Print Name

Date

Date

IN WITNESS WHEREOF, I have subscribed my name this 24 day of June, 2005.

Signature

Print Name

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