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GUTIERREZ & ASSOCIATES

A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

COURVOISIER CENTRE II

601 BRICKELL KEY DRIVE, SUITE 201

MIAMI, FLORIDA 33131-2651

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July 12, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: THE NICARAGUA CIVIC LEAGUE INC.
File No.: L51-3215

Dear Sir/Madam:

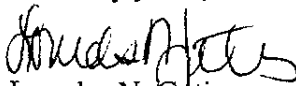
Enclosed please find for filing original Articles of Incorporation of the above named non-profit corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 to cover the filing fees for a non-profit corporation.

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned at your earliest opportunity. Return Fedex label and Shipment Instructions are included.

Thank you for your assistance in this matter.

Sincerely yours,



Lourdes N. Gutierrez
Legal Assistant

Encl.

05 JUL 12 2005
10:00 AM
FBI - TAMPA

**ARTICLES OF INCORPORATION
OF
THE NICARAGUA CIVIC LEAGUE INC.**

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617 of the Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of corporation is: **THE NICARAGUA CIVIC LEAGUE INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be 601 Brickell Key Drive, Suite 201, Miami, Florida 33131.

ARTICLE III - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV - PURPOSES

This corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future tax code ("Code").

ARTICLE V - POWERS

The corporation shall be able to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation, including without limitation the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE VI - LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other

wise attempting to influence legislation, and the 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. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE VII - NON-STOCK MEMBERSHIP

This corporation is organized on a non-stock membership corporation.

ARTICLE VIII – MEMBERSHIP

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for one or more classes of non-voting Members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who will not have the right to vote. The name and address of each initial Voting Members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcelo Montalvan	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131
Roger Teran	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131
Jorge Ulises Herdocia	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131
Carlos Gallo	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131
Arturo Chamorro	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131

Jose Francisco Teran

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

ARTICLE - IX INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 601 Brickell Key Drive, Suite 201, Miami, Florida 33131. The name of its initial Registered Agent at that address is: Renaldy J. Gutierrez.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors, the initial number of which shall be six (6). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than two (2). Any vacancy in the Board of Directors shall be filled by the remaining Director or Directors. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The names and addresses of each initial Directors of the Corporation are as follows:

NAME

ADDRESS

Marcelo Montalvan

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

Roger Teran

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

Jorge Ulises Herdocia

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

Carlos Gallo

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

Arturo Chamorro

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

Jose Francisco Teran

c/o 601 Brickell Key Drive
Suite 201
Miami, FL 33131

ARTICLE XI - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer, one or more Vice Presidents and such other Officers and Assistant Officers as may be provided in the Bylaws or as Directors may decide to appoint. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Marcelo Montalvan	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	President
Roger Teran	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	First Vice President
Jorge Ulises Herdocia	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	Second Vice President
Carlos Gallo	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	Third Vice President
Arturo Chamorro	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	Treasurer
Jose Francisco Teran	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131	Secretary

ARTICLE XII – INCORPORATORS

The name and street address of the Incorporator is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Jose Francisco Teran	c/o 601 Brickell Key Drive Suite 201 Miami, FL 33131

ARTICLE XIII – AMENDMENT

The Corporation, through its Board of Directors, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time unless more specific provisions for amendment are adopted by the corporation pursuant to law.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall indemnify each Officer and Directors, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XV – BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors in accordance with and subject to the provisions of the Bylaws.

ARTICLE XVI – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XVII – MISCELLANEOUS

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on “undistributed income” imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

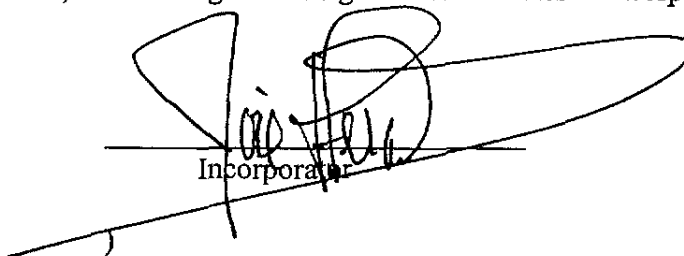
(2) The Corporation shall not engage in any act of “self-dealing”, as defined in Section 4941(d) of the Internal revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(3) The Corporation shall not retain any “excess business holdings”, as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United State Revenue Law.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11th day of July, 2005.


Incorporator

STATE OF FLORIDA


)ss:

COUNTY OF MIAMI -DADE)

BEFORE ME, the undersigned authority, personally appeared, Jose Francisco Teran, who is known to me and known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida this 11th day of July, 2005.

My Commission Expires:


NOTARY PUBLIC, State of Florida at Large



Lourdes M. Gutierrez
My Commission DD246707
Expires February 02, 2008

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

In compliance with Chapter 617 of the Florida Statutes, the undersigned officer of the Florida not for profit corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is:
THE NICARAGUA CIVIC LEAGUE INC.

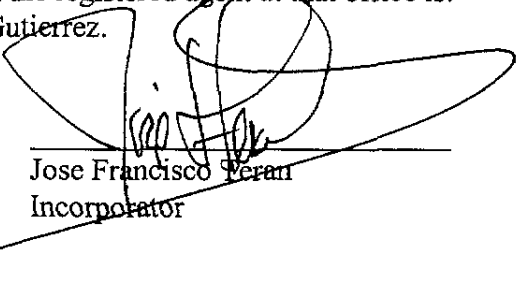
SECOND: The Registered office of the Corporation is:
601 Brickell Key Drive, Suite 201, Miami, Florida 33131

THIRD: The name of the registered agent at that office is:
Renaldy J. Gutierrez.

Corporate officer signature:

Name of officer:

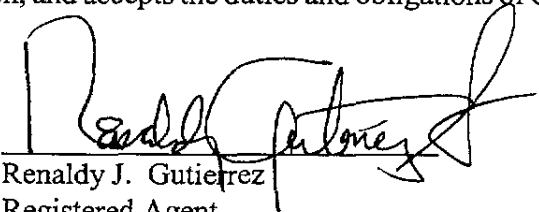
Title of officer:


Jose Francisco Peran
Incorporator

Date of execution: This 11th day of July, 2005.

ACCEPTANCE

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Chapter 617 of the Florida Statutes.


Renaldy J. Gutierrez
Registered Agent

Date of execution: This 11th day of July, 2005.

05 JUL 13 PM 10:52
CLERK OF COURT
CLERK OF COURT
CLERK OF COURT