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05 JUL 15 AM 11:17  
TALLAHASSEE, FLORIDA

7/18/05  
BLK

## TRANSMITTAL LETTER

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

SUBJECT: Club de Huasos de Chile, 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: Maria Eugenia Ortiz  
Name (Printed or typed)

966 NW 106 Ave Circle  
Address

Miami, FL 33172  
City, State & Zip

(305) 778-5410  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**CLUB DE HUASOS DE CHILE, INC.**

05 JUL 15 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes (Not for Profit).

**ARTICLE I - NAME**

The name of the corporation is CLUB DE HUASOS DE CHILE, INC. (hereinafter "Corporation").

**ARTICLE II - PURPOSE OF INCORPORATION**

The Corporation is organized 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, or the corresponding section of any future federal tax code.

**ARTICLE III - PROHIBITIONS**

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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise 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 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, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or to the corresponding section of any future federal tax code.

**ARTICLE IV - OFFICERS**

The officers of the Corporation shall be:

President: MariaLuisa Ortiz  
Vice-President: Antonio Poblete  
Secretary: Walton Guerrero  
Treasurer: MariaEugenia Ortiz

whose addresses shall be the same as the principal address of the Corporation.

**ARTICLE V - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 966 NW 106<sup>th</sup> Avenue Circle, Miami, Florida 33172 and the mailing address is the same.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of this Corporation is MariaEugenia Ortiz whose address shall be the same as the principal office of the Corporation.

**ARTICLE VII - DIRECTORS**

The Directors of the Corporation shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

MariaLuisa Ortiz  
Antonio Poblete  
Walton Guerrero  
MariaEugenia Ortiz

whose addresses shall be the same as the principal address of the Corporation.

**ARTICLE VIII - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE IX - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE X - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE XI - VOTING RIGHTS**

Members of the Corporation shall have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE XII - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 966 NW 106<sup>th</sup> Avenue Circle, Miami Florida 33172. The name and address of the registered agent of this Corporation is MariaLuisa Ortiz, 966 NW 106<sup>th</sup> Avenue Circle, Miami Florida 33172.

**ARTICLE XIV - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and a majority of the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

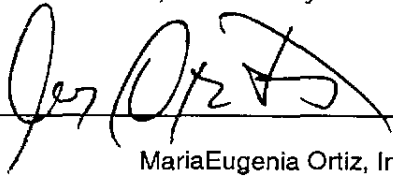
**ARTICLE XVI - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connections with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. *All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.*

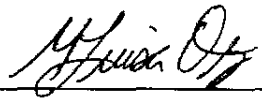
**ARTICLE XVII - DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by 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.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 of July 2005.

  
\_\_\_\_\_  
MariaEugenia Ortiz, Incorporator

***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 this 7 of July 2005.***

  
\_\_\_\_\_  
MariaLuisa Ortiz, Registered Agent