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(City/State/Zip/Phone #)

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December 27, 2005

Department of State  
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Tallahassee, FL 32314

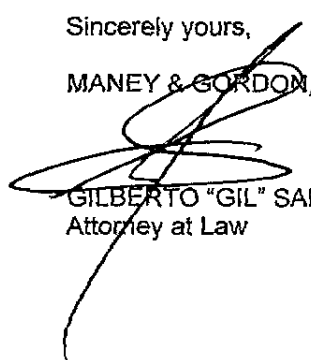
Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for Fundacion Cultural Gloria Rivera de Puerto Rico. Also a check for \$78.75 to cover the filing fees.

If you have any questions reference to this matter, please do not hesitate to contact my Legal Assistant, Debbie Cabrera, at (813) 221-1366 with any questions or concerns.

Sincerely yours,

MANEY & GORDON, P.A.

  
GILBERTO "GIL" SANCHEZ  
Attorney at Law

GS/dlc

Enclosures:

Articles of Incorporation  
Check for \$78.75

Bank of America Plaza  
101 E. Kennedy Blvd.  
Suite 3170  
Tampa, Florida 33602  
(813) 221-1366  
Fax: (813) 223-5920

9421 Tradeport Drive  
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**ARTICLES OF INCORPORATION  
OF  
FUNDACION CULTURAL GLORIA RIVERA DE PUERTO RICO, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes, adopts and hereby certify the following:

**ARTICLE 1.** Name. The name of the corporation shall be FUNDACION CULTURAL GLORIA RIVERA DE PUERTO RICO, Inc.

**ARTICLE 2.** Address. The place in this state where the principal office of the Corporation is to be located is the City of Lutz, Hillsborough County. The address of the principal office and the mailing address of the corporation is 24724 State Rd 54, Lutz, Florida, 33559.

**ARTICLE 3.** Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 101 E. Kennedy Blvd. Suite 317C, Tampa, Florida 33602. The name of its initial registered agent at that address is: Gilberto E. Sanchez, Esq.

**ARTICLE 4.** Members. The corporation may have members as set forth in the By-laws, but shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE 5.** Not for Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

**ARTICLE 6:** Duration. The duration of the corporation is perpetual.

**ARTICLE 7.** Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to 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.

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sponsoring, organizing, administering, enhancing, and/or operating art and cultural exhibitions, assemblies, special events, programming and/or activities that benefit the public.

**ARTICLE 8.** Powers. Solely for the above purposes, the corporation shall have the following powers:

A. Arrange for, sponsor, co-sponsor, organize, promote, enhance or operate the exchange of Latin heritage, culture and goodwill that benefits the public.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, 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 the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

**ARTICLE 9.** 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 contributions in furtherance of the purposes set forth in Article Seven hereof. No substantial part of the activities of the corporation shall be the 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 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

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170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 10.** Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE 11.** 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 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 12.** Board of Directors and Officers. There shall be a board of directors consisting of at least seven individuals. The name, addresses and title of the board of directors are as followed:

1. Name: Sandra V. Acevedo
  - a. Address: 1620 Spinningwheel Dr., Lutz, FL 33559
  - b. Title: Board Member and President
2. Name: Michael Quintana
  - a. Address: 14425 Hellenic Dr. #1-21, Tampa, FL 33613
  - b. Title: Board Member and Vice-President
3. Name: Gloria E. De Jesus
  - a. Address: 2502 N. Boulevard, Tampa, FL 33602
  - b. Title: Board Member and Secretary

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4. Name: Amilicar Jimenez
  - a. Address: 3199 Beaver Ave., Springhill, FL 34609
  - b. Title: Board Member and Treasurer
5. Name: Gloria E. Rivera
  - a. Address: 6514 Seafaire Lane, Tampa, FL 33614
  - b. Title: Board Member
6. Name: Karen Perez
  - a. Address: PO Box 311454, Tampa, FL 33680
  - b. Title: Board Member
7. Name: Wanda M. Santiago
  - a. Address: 24724 State Rd. 54 #114, Lutz, FL 33559
  - b. Title: Board Member

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

**ARTICLE 13.** Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

**ARTICLE 14.** Incorporators. The name and street address of incorporator is Gilberto E. Sanchez Esq., address: 101 E. Kennedy Blvd., Suite 3170, Tampa, FL 33602.

**ARTICLE 15.** Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

**ARTICLE 16.** Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

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**FUNDACION CULTURAL GLORIA RIVERA DE PUERTO RICO, INC.** 05 DEC 29 PM 4:

**ARTICLE 17.** Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE 18.** Commencement of Corporate Existence. The date when corporate existence shall commence is December 29, 2005.

In witness, the undersigned incorporator has signed these articles of incorporation on 12/27/05 [date].

\_\_\_\_\_  
Signature of Incorporator

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida

- :
1. Name of the corporation: FUNDACION CULTURAL GLORIA RIVERA DE PUERTO RICO, Inc.
  2. Name and address of the registered agent and office: Gilberto E. Sanchez, Esq., 101 E. Kennedy Blvd. Suite 3170, Tampa, FL 33602.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

\_\_\_\_\_  
Signature of Registered Agent

Dated: 12/27/05