

NO6000002862

EDUARDO SALGADO M.  
10557 NW 7 TERRA  
MIAMI, FLA 33172

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

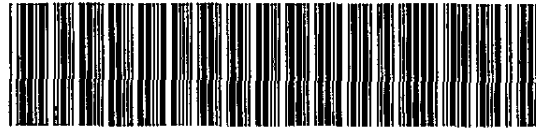
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**NICARAGUAN-AMERICAN COUNCIL  
FOR DEMOCRACY AND DEVELOPMENT, INC.  
ARTICLES OF INCORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following articles of incorporation for such corporation.

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**ARTICLE I**

The name of the corporation is: NICARAGUAN-AMERICAN COUNCIL FOR DEMOCRACY AND DEVELOPMENT, INC. and the initial principal address of the corporation is: 10357 nw 7 Terra, Miami, Florida 33172

**ARTICLE II**

The period of duration of this corporation is PERPETUAL unless dissolved according the law. Corporate existence shall commence upon filling with the Secretary of State.

**ARTICLE III**

The purposes for which the corporation is organized are of charitable, educational and social assistance, and some of its specific objectives are::

- 1) To support the democratic system of government considering this is the best system to promote the respect to human rights, the promotion of wellbeing for all and every member of society and the search of integral development of a country.;
- 2) To work for a more profound democracy educating people to improve their participation of all sectors of population of the society;
- 3) Elaborate and support projects that benefits the sectors of population economically less favored;
- 4) To difuse philosophic ideas, principles, that promote and support freedom, democratic organizations and search for a society without discrimination and more capable to resolve the problems of its members;
- 5) To promote the participation of the member of Nicaraguan community in the exterior in the life of both their adoptive country as well in Nicaragua;
- 6) To improve the efforts for the unity of the Nicaraguans living in the exterior of Nicaragua.
- 7) Others objectives according to the nature of this organization.

**ARTICLES IV**

The qualifications for members and the manner of their admission are:

- 1) To have a good reputation in the community;
- 2) To pay a initial admision-fee determined by the Board of Directors.
- 3)) To be accepted by the Board of Directors or by the Admision Commitee that this organism decide.

4) To pay a monthly cuote determined by the Board of Directors.

#### ARTICLE V

The street address and city of the initial registered office of the corporation is:

10715 NW 7 Terra, Miami, Florida 33172 and the name of the registered agent at such address is:

Eduardo Salgado                      10~~715~~ NW 7 Terra, Miami, Florida 33172

#### ARTICLE VI

The number of members constituting the initial Board of Directors of the corporation is nine, and the names and addresses of the persons who are to serve as the initial directors are:

| NAME                      | ADDRESS                                |
|---------------------------|--|
| Eduardo Salgado           | 10 <del>715</del> NW 7 Terra, Fl 33172 |
| Edgard Macías Gómez       | 3081 NW 6 Street, Miami, Fl 33125      |
| Julio Quintana            | 9730 SW 167 St., Miami, Florida 33157  |
| César Lacayo              | 13270 SW 58 Terra # 7, Miami, Fl 33183 |
| Henry Benvides            | 2918 SW 5 Terra, Miami, Fl 33125       |
| Miguel Montalván          | 3345 NW 34.St., Miami, Fl 33125        |
| Oliver de Campoamor       | 1401 SW 76 Ct, Miami, Fl 33144         |
| Flavio Rivera Montealegre | 6596 SW 152 Place, Miami, Fl 33193     |
| Víctor Muñoz              | 11335 SW 143 Ct, Miami, Fl 33186       |

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The numbers of directors may be until nine (9), provided however that such numbers may be changed by a By-Law duly adopted by the members. Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Directors can be re-elected once for the following term in the same specific functions.

Annual meetings shall be held on or about the first day of February of each year at the place as the Board of Directors may designate from time to time by resolution. Any other disposition about this matter will be exercised according to stated in the By-Laws.

#### ARTICLE VII

This corporation is organized under a non-stock basis.

#### ARTICLE VIII

In the event of dissolution, the residual assests of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Secctions 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive purpose of charitable, social and educative assistance .

#### ARTICLE IX

The name and address of each incorporator is:

The name and address of each incorporator is:

|   |                                     |
|---|-------------------------------------|
| Edgard Macías Gómez                               | 3081 NW 6 Street, Miami, FL 33125   |
| Eduardo Mendoza Salgado                           | 10517 N W 7 terra, Mia, F1 33172    |
| Julio Quintana                                    | 9730 SW 167 St. Mia, F1 33157       |
| <del>César Benavides</del>                        |                                     |
| Miguel Montalván                                  | 3345 NW 34 St. Mia, F1 33125        |
| Henry Benavides                                   | 2918 SW 5 St. Mia, F1 33125         |
| César Lacayo                                      | 13270 SW58 terra # 7m Mia, F1 33183 |
| <del>Jose Vela</del>                              |                                     |
| Oliver de Campoamor                               | 1401 SW 67 Ct. Mia, F1 33144        |
| <del>Carlos Espinoza</del>                        |                                     |
| <del>Silvia Montalván</del>                       |                                     |
| Flavio Rivera Montealegre                         | 6596 SW 152 Place, Mia, F1 33193    |
| Victor Munoz                                      | 11335 SW 143 Ct. Mia, F1 33186      |
| Dated the <u>14</u> day of <u>February</u> , 2005 |                                     |

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation have executed these

Articles of Incorporation.

Signatures of incorporators

Edgard Macías Gómez:

Eduardo Mendoza Salgado:

~~César Benavides~~

Henry Benavides :

Miguel Montalván

César Lacayo

~~Carlos Espinoza~~

~~Silvia Montalván~~

~~Jose Vela~~

Flavio Rivera Montealegre

Oliver de Campoamor

Julio Quintana

Victor Munoz

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

(Registered Agent): EDUARDO MENDOZA SALGADO

*Eduardo Mendoza Salgado.*

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TALLAHASSEE, FLORIDA