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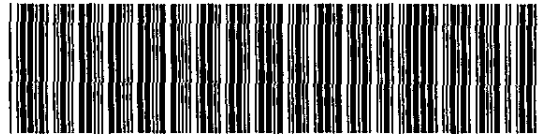
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FILED

06 MAR 16 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 13, 2006

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

Re: Filing of Articles of Incorporation – Not for Profit

Dear Sir or Madam:

Enclosed please find check number 277 in the amount of \$87.50, as well as original Articles of Incorporation for Fundacion Baila Corazon, Inc., a Florida Not for Profit Corporation.

Please process the filing of these Articles as soon as possible and provide me directly with certified copies of the Articles and a certified copy of the corporate record/status.

Should you have any questions regarding this filing, please contact me at your convenience at (407) 310-4381.

Yours truly,


Vionette Pietri

**ARTICLES OF INCORPORATION
OF
FUNDACION BAILA CORAZON, INC.**

FILED
06 MAR 16 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person over the age of eighteen (18), for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation of **FUNDACION BAILA CORAZON, INC.** (the "Corporation"):

ARTICLE I - NAME:

The name of the Corporation is **FUNDACION BAILA CORAZON, INC.**

ARTICLE II - PRINCIPAL OFFICE:

The initial street address of the principal office and initial mailing address of the Corporation is 504 Bristol Dr., Altamonte Springs, FL 32714.

ARTICLE III - PURPOSE:

The Corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its directors or officers, and shall be operated exclusively for charitable, religious, educational, and scientific purposes, as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor thereto, as amended from time to time. More particularly, the purposes of the Corporation are:

- (1) To encourage women to recognize the power to realize themselves as person, develop their leadership, talent and intellect and their right to be treated with respect and dignity.
- (2) To encourage the strengthening of women's self-esteem through the arts.
- (3) To create a strong voice against domestic violence and child abuse, as well as to assist such victims in the process of recuperating their self-esteem.
- (4) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and to collect and disburse any and all necessary funds for the maintenance of the Corporation and the accomplishments of its purpose within the state of Florida and elsewhere.

-
- (5) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal revenue Code of 1986, as amended.

The Corporation is also organized to promote, encourage, and foster another similar charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purpose of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as may hereafter be amended.

ARTICLE IV – POWERS:

The corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended, and shall distribute its income for each 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, or any successor thereto, as amended from time to time, but shall not engage in any of the following activities:

(1) The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

(2) The corporation shall not retain any excess business holdings as defined by Section 4943(c) of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

(3) The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

(4) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

(5) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(6) The corporation shall not make any expenditures to carry on propaganda, or to influence legislation, in excess of the ceiling amounts provided in Section 501(h) of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

(7) No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, directors, 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 III above.

ARTICLE V – BOARD OF DIRECTORS AND MANNER OF ELECTION:

The affairs of the corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors shall be four (4). Thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the bylaws, but the number of directors shall not be less than three (3).

ARTICLE VI – DISSOLUTION AND LIQUIDATION:

In the event of liquidation or dissolution of the corporation, no liquidating or other dividends and distributions of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor thereto; as amended from time to time.

ARTICLE VII – INITIAL DIRECTORS:

The names and addresses of the initial directors of the corporation are:

	<u>Name of Director:</u>	<u>Street Address:</u>
1.	Emilio Perez	PO Box 1297, Goldenrod, FL 32733-1297
2.	Vionette Pietri	504 Bristol Dr., Altamonte Springs, FL 32714

3. Milton J. Figueroa 332 N. Magnolia Ave., Orlando, FL 32801
4. Dora Casanova De Toro 685 S. Ronald Reagan Blvd., Longwood, FL 32750

ARTICLE VIII – INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent is Vionette Pietri, 504 Bristol Dr., Altamonte Springs, FL 32714.

ARTICLE IX – INCORPORATOR:

The name and address of the Incorporator is: Vionette Pietri, 504 Bristol Dr., Altamonte Springs, FL 32714.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of **FUNDACION BAILA CORAZON, INC.**, this 13 day of March 2006.


VIONETTE PIETRI

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared VIONETTE PIETRI, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: FL DL. She (did) (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of March 2006.


Notary Public Signature


Notary Public Printed Name

My Commission Expires:



ALISON STAHMAN
MY COMMISSION # DD 514242
EXPIRES: February 5, 2010
Bonded Thru Budget Notary Services

FILED

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

06 MAR 16 PM 3:02

Pursuant to the provisions of section 617.0501, Florida Statutes, ~~the undersigned~~ ^{FILED, ALISSA STAHMAN} corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **FUNDACION BAILA CORAZON, INC.**
2. The name and address of the registered agent and office is: VIONETTE PIETRI, 504 Bristol Dr., Altamonte Springs, FL 32714.

Date: March 13, 2006.


VIONETTE PIETRI

ACCEPTANCE

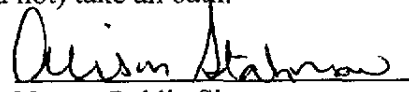
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

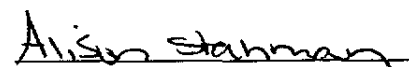
Date: March 13, 2006.


VIONETTE PIETRI

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of March 2006, by VIONETTE PIETRI who is personally known to me or was identified by me as follows:
FL DA. She (did) (did not) take an oath.


Notary Public Signature


Notary Public Printed Name
My Commission Expires



ALISON STAHMAN
MY COMMISSION # DD 514242
EXPIRES: February 5, 2010
Bonded Thru Budget Notary Services