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FLORIDA PROFIT/NON PROFIT CORPORATION

FUNDACION APAES USA, INC.

Certificate of Status	0
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July 19, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FUNDACION APAES USA, INC.
REF: W06000032046

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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ARTICLES OF INCORPORATION

OF

FUNDACION APAES USA, INC.

The undersigned incorporators for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME/ REGISTERED OFFICE

The name of the corporation shall be:
FUNDACION APAES USA, INC.

The principal place of business of this corporation shall be:
11701 NW 31 Street, Sunrise, FL 33323-1201

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the

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corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall Not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation(unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V DIRECTORS/MEMBERS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

Alba L. Garcia
11701 NW 31 Street, Sunrise, FL 33323

Henry Garcia
11701 NW 31 Street, Sunrise, FL 33323


Ana Fernanda Giraldo
11701 NW 31 Street, Sunrise, FL 33323

ARTICLE VI PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (member) officer, or Director be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DISSOLUTION

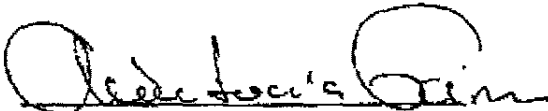
At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII INCORPORATOR(S)

The incorporators of this corporation are:

Alba L. Garcia	11701 NW 31 Street, Sunrise, FL 33323
Henry Garcia	11701 NW 31 Street, Sunrise, FL 33323
Ana Fernanda Giraldo	11701 NW 31 Street, Sunrise, FL 33323

The undersigned Incorporators certify both that they execute these Articles for the purpose herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated they are subject to the criminal penalties for perjury.


Alba L. Garcia

07/14/06
Date

Henry Garcia Lopez
Henry Garcia

07/14/06
Date

Ana Fernanda Giraldo
Ana Fernanda Giraldo

07/14/06
Date

ARTICLE IX
ELECTION OF DIRECTORS

The manner in which the directors will be elected shall be stated in the bylaws.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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.

The name of the corporation:

FUNDACION APAES USA, INC.

The name and address of the registered agent and office is:

Alba L. Garcia

11701 NW 31 Street, Sunrise, FL 33323

Having been named as registered agent to accept service of process for the above state 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.

Signature [Signature]

Date 07/14/06

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