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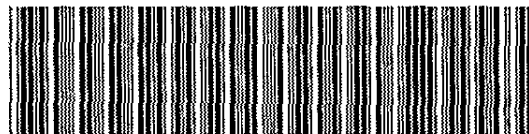
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*[Signature]*  
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*Felipe R. Pacheco*  
Attorney at Law  
4509 N. Armenia Avenue-Suite A  
Tampa, Florida 33603-2703  
Phone (813)870-1583. Fax (813)876-2335

November 2, 2006

Department of State  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation of Latin American Professional Arts  
Organization, Inc.

Dear Sirs:

Find enclosed original and one copy of the Articles of Incorporation  
of: Latin American Professional Arts Organization, Inc.

Also a check in the amount of Seventy Eight Dollars and Seventy Five Cents  
(\$78.75) for the correspondent fees.

Please, once the articles are filed with the Department, send the file copy  
back to my office.

Sincerely yours,



FELIPE R. PACHECO

FRP/sma  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LATIN AMERICAN PROFESSIONAL ARTISTS  
ORGANIZATION, INC.  
A NON PROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is: **LATIN AMERICAN PROFESSIONAL ARTISTS ORGANIZATION, INC.**

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be: 4711 South Himes Ave., Apt. 2108, Tampa, Florida 33611.

**ARTICLE III: PURPOSES**

A. To serve as support of Hispanic professionals in the art and to promote the development of new generations of Latino artists in the Tampa Bay area.

B. To obtain the necessary resources from private and public entities in order to facilitate the development and exposure of local Hispanic professional in the fields of theater, dance, music and the visual arts. Also, to channel their talents in the education and development of younger Latino artists.

C. To operate exclusively in any other manner for such charitable and educational purposes under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the internal Revenue Code, as amended, including private foundations and private operations foundations.

**ARTICLE IV: DURATION**

The terms of existence of the corporation is perpetual.

## ARTICLE V:MANAGGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercise, its properties controlled, and its affairs conducted by a Board of Directors.

The Corporation must never have fewer than three directors.

Directors shall be selected or appointed in the manner and for the terms provided in this articles of incorporation or the by-laws.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time the selection of Directors shall be held.

Directors selected at the first meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the selection of Directors and until of the qualification of the successors in office. Annual meetings shall be held on each year at the date and place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may taken without a meeting, if all members of the Board shall individually or collectively consents shall be filed with minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The chairman of the corporation shall select the members of the Board of Directors and the officers and at least a Secretary and a Treasurer and shall act as the President of the corporation.

The names and address of such member of the Board of Directors are:

CHAIRMAN: Joan Ballagas  
4711 South Himes Ave. Apt. 2108  
Tampa, Florida 33611

Giovanni Gutierrez (Music)  
2902 Bayshore Vista Dr.  
Tampa, FL 33611

Carlos M. Soto (Visual arts)  
1521½ 7<sup>th</sup> Avenue, 2<sup>nd</sup> floor  
Ybor City, Tampa, Florida

Until the final appointment is made, the following persons shall serve as corporate officers.

The name and address of such initial officers are:

PRESIDENT: Joan Ballagas, 4711 South Himes Ave. Apt. 2108, Tampa, Florida 33611

VICE-PRESIDENT: Giovanni Gutierrez, 2902 Bayshore Vista Dr., Tampa, FL 33611

SECRETARY: Carlos M. Soto, 1521½ 7<sup>th</sup> Avenue, 2<sup>nd</sup> floor, Ybor City, Tampa, Florida

TREASURER: Giovanni Gutierrez, 2902 Bayshore Vista Dr., Tampa, FL 33611

#### **ARTICLE VI: MEMBERSHIP**

The qualifications for a member and the manner of their admission shall be regulated by the By-Laws of this corporation.

#### **ARTICLE VII: LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

#### **ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is Joan Ballagas, 4711 South Himes Ave. Apt. 2108, Tampa, Florida 33611.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS APPLICATION, 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 RELATIVE 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: [Signature]

DATE: Nov. 2/66

#### **ARTICLE IX: EARNING AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except for services rendered and to make payments and distributions in furtherance of the purposes set forth in **Article III** hereof.

B. 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 publish or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision if 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, exempt to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE X: DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to social, educational charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE XI: DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation exclusively for the purposes of the organizations organized and operated exclusively for

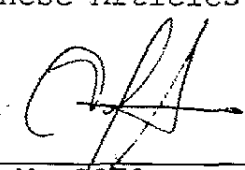
charitable, education, religious, or scientific purposes and shall, at the time qualify as and exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall determine. Any such assets not so disposed of shall be disposed by a Court of competent jurisdiction in the county in which the principal office of he corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operate for such purposes.

#### ARTICLE XII: INCORPORATION

The name and street address of the incorporators for these Articles of Incorporation are: 4711 South Himes Ave. Apt. 2108, Tampa, Florida 33611.

The undersigned incorporators has executed these Articles of Incorporation this 2<sup>nd</sup> day of November, 2006.

  
JOAN BALAGAS

  
CARLOS M. SOTO

  
GIOVANNI GUTIERREZ

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2006, by JOAN BALAGAS, GIOVANNI GUTIERREZ and CARLOS M. SOTO, personally known to me and who did take an oath.



Felipe Ramon Pacheco  
Commission # DD304187  
Expires June 2, 2008  
Bonded Title Insurance, Inc. 800-866-7519

  
FELIPE R. PACHECO-NOTARY  
STATE OF FLORIDA

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