

NO 7000001890

(Requestor's Name)

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2665 South Bayshore Drive  
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2/20/07

MRS  
2/22

707-7684

**BORGOGNONI & GUTIÉRREZ, LLP**

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NICOLÁS J. GUTIÉRREZ, JR., ESQ.

February 21, 2007

**Via Federal Express**

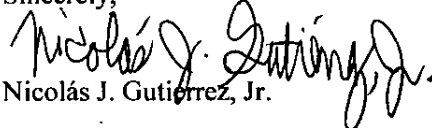
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

***Ref. Number: W07000007684***

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Centro de Derechos Humanos y Democracia Brigada 2506, Inc., which have been revised as indicated in your letter of February 14<sup>th</sup>, 2007. Please use the FedEx envelope enclosed for the return correspondence.

Sincerely,

  
Nicolás J. Gutiérrez, Jr.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

07 FEB 22 2007 12:20

February 14, 2007

BORGOGNONI & GUTIERREZ, LLP  
GRAND BAY OFFICE PLAZA, SUITE 701  
2665 SOUTH BAYSHORE DRIVE  
MIAMI, FL 33133

SUBJECT: CENTRO DE DERECHOS HUMANOS Y DEMOCRACIA BRIGADA  
2506, INC.  
Ref. Number: W07000007684

We have received your document for CENTRO DE DERECHOS HUMANOS Y DEMOCRACIA BRIGADA 2506, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 107A00011131

**ARTICLES OF INCORPORATION OF  
CENTRO DE DERECHOS HUMANOS Y DEMOCRACIA  
BRIGADA 2506, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida.

**I.  
NAME**

The name of the Corporation is CENTRO DE DERECHOS HUMANOS Y DEMOCRACIA BRIGADA 2506, INC. (the "Center").

**II.  
PURPOSE**

The purpose of the Center shall be to provide a forum for raising public awareness of international human rights, democratic principles and the rule of law.

**III.  
MEMBERSHIP**

All persons interested in the purposes of the Center are eligible for membership in the Center, if they are capable of contributing to the achievement of those purposes and the effective operation of the Center, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights, except as provided in the Bylaws.

**IV.  
PRINCIPAL OFFICE**

The mailing and street address of the Center's principal office shall be

1821 S.W. 9th Street  
Miami, Florida 33135

**V.  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the Center's registered agent is

Nicolás J. Gutiérrez, Jr., Esq.  
2665 South Bayshore Drive  
Suite 701  
Miami, Florida 33133

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
2/20/07

## **VI. LIMITATIONS**

No part of the net earnings of the Center shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Center shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions, in furtherance of any of its purposes. No substantial part of the activities of the Center shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Center shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Center shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, and which entitle contributors to the Center to deduct their respective charitable contributions under Code Section 170(a), as amended.

If the Center is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Center is so deemed, the Center shall distribute its income for each tax year at such time and in such manner as not to subject the Center to tax under Code Section 4942, as amended, and the Center shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Center to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

**VII.  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of the names and addresses of each Director below, and shall be elected, appointed, increased or decreased as further specified in the Bylaws of the Association:

Mr. Segundo Miranda  
16940 S.W. 5 Ct.  
Weston, FL 33326

President

Mr. Emilio Herrero  
3305 N.E. 4<sup>th</sup> Avenue  
Miami, FL 33176

Vice-President

Mr. Alberto Muñoz  
6061 Collins Avenue  
Le Trianon Apt. # 21-D  
Miami, FL 33140

Secretary

Mr. Alvaro Fajardo  
"La Mason Grande"  
6039 Collins Avenue, Apt. #633  
Miami Beach, FL 33140

Treasurer

**VIII.  
INCORPORATOR**

The name and address of the Center's Incorporator is:

Nicolás J. Gutiérrez, Jr., Esq.  
2665 South Bayshore Drive  
Suite 701  
Miami, FL 33133

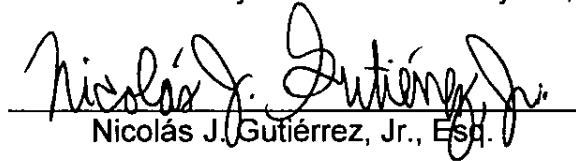
**IX.  
DISSOLUTION**

Upon the dissolution or winding up of the Center, the assets remaining after payment (or provision for payment) of the Center's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes, and that has established its tax-exempt status under Code Section 501(c)(3), as amended.

**X.**  
**CORPORATE EXISTENCE**

The corporate existence of the Center shall begin effective as of February 20<sup>th</sup>, 2007 and be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Center and acknowledged them to be my free and voluntary act, as of this 20<sup>th</sup> day of February, 2007.

  
Nicolás J. Gutiérrez, Jr., Esq.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

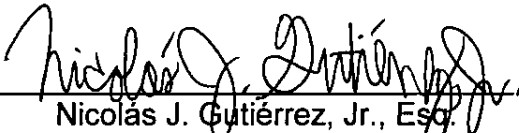
**CORPORATION:**

Centro de Derechos Humanos y Democracia Brigada 2506, Inc.

**REGISTERED AGENT:**

Nicolás J. Gutiérrez, Jr., Esq.  
2665 South Bayshore Drive  
Suite 701  
Miami, FL 33133

Having been named as registered agent and to accept service of process for the above-stated Association 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 obligation of my position as registered agent.

  
Nicolás J. Gutiérrez, Jr., Esq.

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