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**FLORIDA PROFIT/NON PROFIT CORPORATION**

municipal press agency, inc.

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ARTICLES OF INCORPORATION  
OF  
MUNICIPAL PRESS AGENCY, INC.  
a Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporators of a Corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

MUNICIPAL PRESS AGENCY, INC.

ARTICLE II

The principal office of the corporation is to be located in the City of Miami, County of Miami-Dade. The mailing address of this Corporation shall be:

2340 Coral Way  
Miami, Florida 33145

ARTICLE III

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

ARTICLE IV

The names and addresses of the Incorporators of the corporation are as follows:

Dr. Manuel A. Alzugaray  
2340 Coral Way  
Miami, Florida 33145

Pedro Penaranda  
2340 Coral Way

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**Miami, Florida 33145**

**Rev. Miguel Angel Tudela  
2340 Coral Way  
Miami, Florida 33145**

**ARTICLE V**

**The name and street address of the initial registered agent shall be:**

**Frank J. Segredo, Esquire  
9350 South Dixie Highway  
Suite #1500  
Miami, Florida 33156**

**ARTICLE VI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII**

The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

**ARTICLE VIII**

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Dr. Manuel A. Alzugaray  
2340 Coral way  
Miami, Florida 33145

DIRECTOR

Pedro Penaranda  
2340 Coral Way  
Miami, Florida 33145

DIRECTOR

Rev. Miguel Angel Tudela  
2340 Coral Way  
Miami, Florida 33145

DIRECTOR

#### ARTICLE IX

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other Officers as may from time to time be created by the Board of Directors. The names of the Officers and the Office they shall hold until the first election shall be:

##### NAME

##### OFFICE

Dr. Manuel A. Alzugaray

PRESIDENT

Pedro Penaranda

VICE-PRESIDENT/SECRETARY

Rev. Miguel Angel Tudela

TREASURER

#### ARTICLE X

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

#### ARTICLE XI

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

#### ARTICLE XII

The Corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall

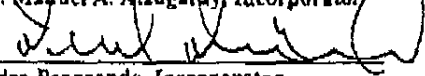
be elected or appointed in accordance with the By-Laws.

#### ARTICLE XIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively or charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

The undersigned Incorporators have executed these Articles of Incorporation this day of April, \_\_\_\_ 2007.

  
Dr. Manuel A. Atzugaray, Incorporator

  
Pedro Penaranda, Incorporator

  
Rev. Miguel Angel Tudela, Incorporator

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, 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.

First, That MUNICIPAL PRESS AGENCY, INC a Florida Not for Profit Corporation d/b/a Agencia de Prensa Municipal, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Frank J. Segredo, Esquire located at 9350 South Dixie Highway Suite 1500, Miami, Florida 33156, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

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

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COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Frank J. Segredo, Esquire

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