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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 AUG 13 PM 2:55

APPROVED  
AND  
FILED

August 1, 2007

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: Incorporation of FLORIDA DEMOCRATIC LEAGUE, INC.**

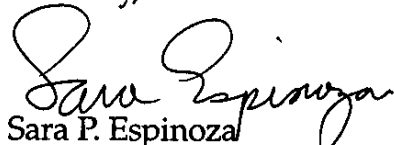
Gentlemen:

We are hereby presenting your division with the necessary documents for the incorporation of the above named nonprofit corporation. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and stamp and return the other copy enclosed.

Also enclosed is a check in the amount of \$78.50, payable to Florida Dept. of State, covering the filing fee for the Articles of Incorporation.

Your attention to the above matter will be greatly appreciated. Thank you.

Sincerely,



Sara P. Espinoza  
POB 350751, Jose Marti Station  
Miami, FL 33135-0751

305/822-3501

**ARTICLES OF INCORPORATION  
OF  
FLORIDA DEMOCRATIC LEAGUE, INC.**

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of incorporating under Chapter 617 of the Laws of the State of Florida, providing for the formation, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I - CORPORATE NAME**

The name of this Corporation is **Florida Democratic League, Inc.**, in English. The Spanish translation of the name of this organization is **Liga Demócrata de la Florida, Inc.**

**ARTICLE II - CORPORATE ADDRESS**

The principal place of business of this Corporation shall be 1393 SW 1 Street, #400, Miami, Florida 33135. The mailing address of this Corporation shall be POB 350751, José Martí Station, Miami, FL 33135-0751.

**ARTICLE III - CORPORATE PURPOSE**

**Section 1. Objective and Purpose.** The object and purpose of this Corporation shall be to promote social welfare; strengthen and advance the ideals, principles and values of the American people; to promote awareness and public debate about local and state public policy issues; to stimulate active interest and participation in political and governmental affairs; to educate and inform citizens on issues of importance to this organization; to work with elected officials at all levels of government on public policy issues and initiatives; to identify and nurture the next generation of new Democratic leaders; to register voters, especially those belonging to ethnic and racial minorities, and promote their political participation as Democrats; to help elect and support Democratic candidates in local, state, and national campaigns; and to encourage and foster cooperation, good will and solidarity among Democrats. At no time may this organization endorse or support a non-Democrat for elected office. This Corporation shall also raise, receive, and maintain funds, real and personal property, and to administer said funds, including all income generated therefrom, exclusively for the social welfare purposes for which the Corporation is founded.

**Section 2. IRS Code Compliance.** The corporation is organized exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code").

**ARTICLE IV - DEDICATION OF INCOME AND ASSETS**

**Section 1. Income and Assets.** All income and assets of this corporation are irrevocably dedicated to the charitable and social welfare purposes set forth in Article III hereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual, provided that the corporation may pay compensation in a reasonable amount to its directors, officers, or members for services rendered and may confer benefits upon its members in conformity with its purposes.

**Section 2. Capital Stock and Dividends.** This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members.

**Section 3. Distribution of Corporate Assets.** In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended

## **ARTICLE V - DURATION OF THE CORPORATION**

This Corporation shall have perpetual existence.

## **ARTICLE VI - POWERS OF THE CORPORATION**

This Corporation shall have all of the statutory powers of a nonprofit Corporation. The corporation may enter into contracts, raise, receive, maintain funds, and administer said funds.

In furtherance of the purposes set forth in Article III hereof, the corporation may solicit grants and contributions, receive property by gift, bequest or devise, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, and engage in any lawful act or activity permitted under the laws of the State of Florida.

## **ARTICLE VII - MEMBERSHIP**

**Section 1: Eligibility.** Any person, at least 18 years of age, of good moral character, a citizen of the United States of America and a registered Democrat shall be eligible for membership in the League upon submittal of a properly executed application as provided in the League's Bylaws and upon the acceptance by the Two-Thirds (2/3) vote of the League's Board of Directors.

**Section 2: Application for Membership.** Any applicant meeting the qualifications set forth above and desiring to be a member of the League shall make application on a form approved by and supplied by the League and accompanied by such membership dues as the Board of Directors may from time to time determine.

**Section 3: Honorary Membership.** The Board of Directors may elect to honor individuals who have made outstanding contributions to their community, the state or the nation by awarding them the classification of Honorary Members. These members shall receive a congratulatory letter, a certificate, membership pin and membership card, but shall not have the right to vote or hold office therein.

**Section 4: Termination of Membership.** Membership may be terminated under any of the following circumstances: a) Resignation. A Member may voluntarily withdraw membership by providing written notification to the corporation; b) Failure to meet obligations of membership. Should a Member fail to meet their obligations as set out in the bylaws (including the nonpayment of dues or other fees properly owing to the corporation) their membership shall automatically terminate; c) Termination at any time at the discretion of the Board of Directors. Termination of membership shall not entitle the Member to a refund of any monies paid by the Member (in whole or pro rata).

## **ARTICLE VIII - CORPORATE MANAGEMENT**

**Section 1. Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted at all times by a board of directors. The number of directors of the corporation shall be not less than three (3) and not more than fifteen (15) persons, provided, however, that such number may be changed by a duly adopted bylaw. Directors shall be elected or removed according to the procedure provided in the Bylaws.

The directors named in Article Ten shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

Directors elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

**Section 2. Corporate Officers.** The directors of the corporation shall elect the following officers: President, one or more Vice Presidents, Secretary, Treasurer, Parliamentarian, General Counsel, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. These officers shall be elected and shall hold office in the manner provided in the bylaws.

The officers named in Article Nine shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of officers shall take place, according to provisions of the bylaws of the corporation.

Officers elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the officers elected in the first election following incorporation, in order to introduce a system of staggered terms for officers.

## **ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names of the fifteen (15) initial members of the Board of Directors who are to manage all of the affairs of the League until the first annual meeting are:

Eladio José Armesto  
Sara P. Espinoza  
Miriam Gonzalez  
Marta Molina  
Nina Ruíz

Rosa Liseth Armesto  
Manolo Fernández Cano  
Marcos D. Hernández  
Rev. Julio E. Pérez  
José D. Vera

Mariano Cruz  
Luis Figueiras  
Rev. Carl Mitchel  
Dr. Manuel Rodríguez  
Nathaniel J. Wilcox

The following persons shall serve as corporate officers until the first annual meeting is held: Sara P. Espinoza, President; Julio E. Perez, Vice President; Miriam Gonzalez, Secretary; Jordanis Padron, Treasurer.

## **ARTICLE X - AMENDMENT OF ARTICLES**

The League reserves the right to adopted, amended or rescinded any provision contained in these

Articles of Incorporation or in the Bylaws of the Corporation by a two-thirds vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting director of the Corporation at least seven (7) days prior to the meeting at which such change is to be voted upon.

#### ARTICLE XI - LEGAL REPRESENTATION

The League, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney to any employee, director or officer of the League to represent or otherwise act on behalf of the League in any Court of Law or in a legal proceeding of any kind.

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by the Florida General Corporation Act.


#### ARTICLE XIII - APPOINTMENT OF REGISTERED AGENT AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT


The Registered Agent of the Corporation shall be Sara P. Espinoza and the address of the Registered Office shall be at 1393 SW 1 Street, #400, Miami, Florida 33135. Having been named to accept service of process for the above Corporation, at the place designated herein, I hereby agree to act in the capacity of Registered Agent of the Corporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

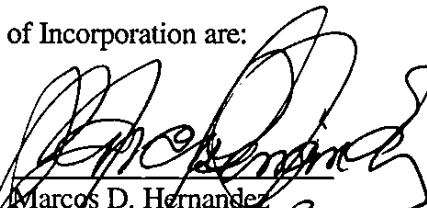
  
Sara P. Espinoza, Registered Agent


#### ARTICLE XIV - INCORPORATORS

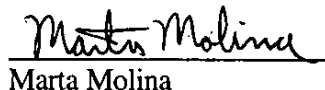
The name and address of the subscribers to these Articles of Incorporation are:

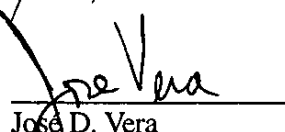
  
Sara P. Espinoza  
POB 350751  
Jose Marti Station  
Miami, FL 33135-0751

  
Rosa Liseth Armesto  
POB 350751  
Jose Marti Station  
Miami, FL 33135-0751

  
Marcos D. Hernandez  
POB 350751  
Jose Marti Station  
Miami, FL 33135-0751

  
Miriam Gonzalez  
POB 350751  
Jose Marti Station  
Miami, FL 33135-0751

  
Marta Molina  
POB 350751  
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