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## FLORIDA PROFIT/NON PROFIT CORPORATION

centro internacional casa de aguilas, inc.

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August 3, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CENTRO INTERNACIONAL CASA DE AGUILAS, INC.  
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**ARTICLES OF INCORPORATION**

**OF**

**CENTRO INTERNACIONAL CASAS DE AGUILAS, INC.**

The undersigned, acting as the Incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation.

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**ARTICLE I**

**NAME OF CORPORATION:** The name of the corporation is Centro Internacional Casas de Aguilas, Inc., a Florida Not-For-Profit Corporation.

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation is located at 900 West 49<sup>th</sup> Street, Suite 408, Hialeah, Florida 33012.

**ARTICLE III**

**MAILING ADDRESS:** The mailing address of the corporation is 900 West 49<sup>th</sup> Street, Suite 408, Hialeah, Florida 33012.

**ARTICLE IV**

**REGISTERED AGENT:** The name of the registered agent of the corporation is Oscar Grisales-Racini, Esq. The address of the registered agent is: 2989 N.E. 191<sup>st</sup> Street, Concorde Centre II, PH-8, Aventura, Florida 33180.

**ARTICLE V**

**DURATION:** The period of duration is perpetual.

**ARTICLE VI**

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws. The initial members of the Board of Directors and officers of the corporation shall be as follows:

Dagmara Serrano, President  
Rolando Serrano, Vice-President  
Ester Alicia Ramos, Secretary

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## ARTICLE VII

DELETED.

## ARTICLE VIII

### CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively religious and charitable and consist of the following:

1. To advance religion.
2. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, promote educational and vocational training, career development, eliminate blight, promote the protection and advancement of human rights, both in the U.S. and/or worldwide.
3. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
4. To aid, support, and assist by gifts, grants, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for religious or charitable purposes, both in the U.S. and/or worldwide, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
6. All of the foregoing purposes shall be exercised exclusively religious and charitable in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE IX

### IRC SECTION 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these

Amended and Restated Articles of Incorporation, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for religious and charitable purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's religious and charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious and charitable purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for religious and charitable purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE X**

### **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged

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in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of Indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

### EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 30<sup>th</sup> day of July, 2007

  
Dagmara Serrano, Incorporator

400 West 49th Street, Suite 408, Hialeah, FL 33012  
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Dagmara Serrano, as Incorporator of the Corporation, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as Incorporator (or the agent of the Incorporator) and acknowledged before me that he or she executed the same.

WITNESSES my hand and official seal in the County and State last aforesaid this 30<sup>th</sup> day of July, 2007

  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:

### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Central Internacional Casas De Aguilas, Inc., a Florida not-for-profit corporation.

  
Oscar Griesales-Racini, Esq.

Date: July 25, 2007

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