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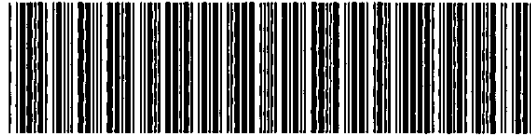
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** PERUVIAN CHILDREN'S FUND, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75 <sup>#1.-</sup>  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** A GARCIA & ASSOCIATES  
Name (Printed or typed)

37-69 80th Street Ste. 201  
Address

Jackson Heights NY 11372  
City, State & Zip

718-565-8803  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
Pursuant to Chapter 617, F. S., (Not for Profit)

"Peruvian Children's Fund, Inc."

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TALLAHASSEE, FLORIDA

**CHAPTER I**

*NAME, DURATION AND LOCATION.*

**ARTICLE 1**

The name of the organization is "Peruvian Children's Fund, Inc.".

**ARTICLE 2**

The location of "Peruvian Children's Fund, Inc." is situated in the State of Florida, being able to open branches nationwide and foreign countries. The principal place of business and mailing address of the corporation shall be:

9496 – D Boca Gardens Parkway  
Boca Raton FL 33496

**ARTICLE 3**

The length of time of the non-profit organization is indefinite, and its operation begins on the date of the Inscription in the public registrars.

**CHAPTER II**

*OBJECTIVE AND PURPOSES*

**ARTICLE 4**

The purposes of the non-profit organization are as follows:

- a) Development of nutritional programs and clothing supply to the less fortunate children in Peru.
- b) Creation of counseling centers for the physical and emotional well being of children and adolescents who are at high social risk, stimulating dignity in their lives.
- c) Training sexually and physical abused young mothers and adolescents in technical/productive careers to improve their quality of life and of their children.

**ARTICLE 5**

In order to achieve its purposes mentioned in Article 4, the non-profit organization will make use of all the necessary legal resources and will be able to make all kinds of contracts, activities and operations with any natural or legal person, nationwide or foreign countries.

### **CHAPTER III**

#### ***POSSESSIONS THAT CONFORM THE PATRIMONY.***

### **ARTICLE 6**

It constitutes the patrimony of the non-profit organization:

- a) Possessions and real estate that were obtained either as a gift or in the course of its operation.
- b) The funds that were obtained by donations, concessions, legacies and/or agreements, contracts and other agreements with domestic or foreign institutions of cooperation.
- c) Possessions and income received during the fulfillment of their purposes.

### **CHAPTER IV**

#### ***ADMINISTRATIVE RULES.***

#### ***COMPONENTS OF THE ORGANIZATION.***

### **ARTICLE 7**

The components of the organization are:

- a) The General Meeting
- b) The Board of Directors of the General Meeting.

### **ARTICLE 8**

The General Meeting is the high component of the organization and it is formed by the reunion of all the associates; their decisions are obligatory for all its associates. The General Meeting is called by the President of the Board of Directors of the organization in the cases discussed in the present statute when the Board of Directors agrees, or when no less than one tenth of the associates require it. It will meet ordinarily once a year. In first summons, the presence of more than a half of the associates is a valid requirement for the meeting of the General Meeting. In second summons, the presence of any number of the associates will be sufficient. The agreements will be adopted by the vote of more than a half of the members present. The General Meeting will be preside by the President of the Board of Directors and the Vice-President will act as a Secretary, and in their absence they will be replaced by whom the General Meeting designate.

### **ARTICLE 9**

The General Meeting has the following duties and powers:

- a) To elect the persons conforming the Board of Directors.
- b) To approve the accounts and balances.
- c) To resolve the alterations to the articles.
- d) To resolve about the dissolution of the organization.
- e) To discipline the associates.
- f) To resolve any matter not considered herein.
- g) To receive the President's annual report.
- h) To settle in the Board of Directors.

### **ARTICLE 10**

It will not constitute a prerequisite to a previous notice when all the associates are present and they agree with the matters to be discussed.

## **ARTICLE 11**

In the calendar of the General Meeting, it will be necessary to specify the matters to be discussed in the meetings; any other matter not specified in the calendar will be discussed in another session, unless the General Meeting discusses it during that session.

## **THE BOARD OF DIRECTORS**

## **ARTICLE 12**

The Board of Directors is the executive and governmental component of the organization. The President is the legal representative of the organization. It will be formed by three members, who will be elected for a period of five years. It is not required to be an associate to be a member of the Board of Directors. The Board of Directors will have the necessary faculties to carry out the purposes specified in this order. Likewise, it is authorized to confer general or special powers to its associates and revoke them.

## **ARTICLE 13**

The Board of Directors will meet when needed by a notice from the President or when an associate requires it through a notice received within at least three days before the meeting. The constitution of the Board of Directors will be understood valid when all the members are present and accept unanimously to hold the session and the matters to be discussed.

## **ARTICLE 14**

The Board of directors will be renewed every five years, through direct elections and secret votes, being able to be re-elected the same persons with no restrictions. The Board of Directors' period ends at the term when they were elected, but they will continue their duties even when their period have ended, while a new election is in effect or the elected parties accept and swear for their responsibilities. In the case of vacancy and while a new election is not held, the Board of Directors by itself will complete its number. If a member of the Board of Directors does not attend three consecutive sessions, without a valid reason, that member will be substituted by the Board of Directors.

## **ARTICLE 15**

The quorum of the Board of Directors will be integrated by a half plus one of the members present in the meeting. In the case of an even result, the President's vote will be decisive.

## **ARTICLE 16**

The functions of the Board of Directors are:

- a) To carry out the agreements of the General Meeting and their own decisions.
- b) To closely supervise the organization's properties and services, being their members held responsible for its use and preservation.
- c) To submit the annual budget project and its balances, disclosing the information in bulletins to be distributed to the associates.
- d) To support the institutional progress, promoting its prestige, supervising closely its integrity.
- e) To work closely with other similar institutions, nationwide and other countries.
- f) To develop the schedule of activities to be set up every six months.
- g) To name and to remove the personnel and executives of the organization, deciding their duties, granting and revoking the powers with the attributions that consider necessary. Likewise, the Board will be able to name the representatives and consultants needed, to approve the admission of the associates and their fees.
- h) To perform contracts and obligations of any kind; to deal with any kind of business; to sell, grant

or to revoke deposits; and generally, to do all the necessary steps to carry out the purposes of the organization.

- i) To make all kinds of operations without limitations, according to the statute and the agreements of the General Meeting.
- j) To supervise the progress of the organization to accomplish its purposes, and to set the necessary internal rules.
- k) To entrust specific matters to one or more of its members, without prejudice of the powers that could confer.
- l) To exercise all the other attributions derived by law or by the statute, and the required attributions for the proper development of the organization.
- m) To regulate its own development.

#### ***DUTIES AND ATTRIBUTIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS.***

##### **The President**

##### **ARTICLE 17**

The duties and attributions of the President are as follows:

- a) To represent the organization in all its official activities.
- b) To subscribe all the documents and checks, as well as the institution's books, supervising its management, and to inform the board of directors about the conditions and the progress of the operations of the organization.
- c) To resolve urgent cases that are not directly attributable to its duties, informing the Board of Directors in session.
- d) To call and to preside the ordinary and extraordinary sessions of the General Meeting.
- e) To take charge of the legal representation of the association, take care of all the mail and supervise the accounts, being able to open and close checking accounts, do all kinds of financial and bank operations, with or without a specific security, as well as to issue, accept, discount and, in general, to take all classes of bills, checks, promissory notes, and any other type of title deeds.
- f) To hold the necessary contracts and obligations necessary for the operation of the association, to register or acquire trademarks, to obtain patents and to buy or sell any other rights of properties, industrial or intellectual and, in general, to do all the necessary steps to accomplish the social purposes within its attributions.

##### **The Vice President**

##### **ARTICLE 18**

The Vice-President will substitute the President during his absence, due to illness or any other valid reason, and will have the same attributions of the President.

##### **ARTICLE 19**

The duties and responsibilities of the Vice-President are the following:

- a) To keep updated all the records, and other records that are required.
- b) To prepare and present to the President, the documentation for the General Meetings and Board of Directors, before the meetings are held.
- c) To keep the minutes of the sessions of the General Meetings and Board of Directors, in which the agreements will be set.
- d) To keep updated the general inventory assessed.
- e) To be a trustee of the order of the organization.
- f) To organize the public ceremonies.

- g) To handle timely the agreements of the Board of Directors attributable to him.

#### **The Treasurer**

#### **ARTICLE 20**

The duties and responsibilities of the Treasurer are as follows:

- a) To keep updated the book-keeping and being responsible for the annotations.
- b) To make the monthly cash account balances and to formulate documented performances of the organization.
- c) To approve the annual budget estimate, in the same way the half-yearly and the annual balances of the organization.
- d) In charge of the files of the Treasurer's Office.
- e) To execute the ordinary and extraordinary expenses, subscribing them together with the President of the Board of Directors.

#### **CHAPTER V**

#### ***THE ADMISSION, RESIGNATION AND EXCLUSION OF THE ASSOCIATES.***

#### **ARTICLE 21**

The associates may belong to the following categories:

##### **Founders:**

Members who establish the organization and have the rights and duties indicated in the present statute.

##### **Holders:**

Members admitted by the Board of Directors before meeting with all the requisites established and also in charge of the rights and duties indicated in the present statute.

##### **Honorary:**

American citizens or foreign members who, due to special merits of acts, they compromise the organization's gratitude and, according to the Board of Directors, they deserve such honor. They do not have the right to vote.

#### **ARTICLE 22**

Admission requirement of the associates: To be an associate, a prerequisite is to be proposed by three working founders or honorary members.

#### **ARTICLE 23**

About the registration: The organization will keep an updated book with the name of each associate indicating their names, addresses, present occupation and date of admission to the organization.

#### **ARTICLE 24**

About the resignation: The resignation of a member will be formulated in writing, through a letter addressed to the President of the Board of Directors.

#### **ARTICLE 25**

It constitutes a serious fault that determines the associate's suspension or exclusion, the use of the name and prestige of the organization for personal purposes, disloyalty, theft, bribery or proved damages.

The qualities of the associate are also damaged due to:

- a) Written express resignation or unjustified failure to comply with the activities and duties.
- b) Decease of the natural person, or by arrangement in case of a legal person.
- c) The exclusion, agreed by the Board of Directors, due to breaking off the solidarity rules and ethics supported by the organization.

## **ARTICLE 26**

Every associate has a right to legally oppose the agreements that break the legal dispositions or the statute, according to the rules and regulations of the Civil Code.

## **CHAPTER VI**

### ***RIGHTS AND DUTIES OF THE ASSOCIATES.***

## **ARTICLE 27**

The duties of the associates are as follows:

- 1) To duly perform the prescriptions set in the present statute.
- 2) To comply with the agreements that comes from the General Meetings and the Board of Directors.
- 3) To constitute loyalty to the institution.
- 4) To exercise the responsibilities and assignments for which they were elected.
- 5) To take part of the elections, through a vote.
- 6) To assist on time to the general meetings.
- 7) To follow the institution's development and propose the necessary steps to help a better performance.
- 8) To watch closely the prestige of the institution.
- 9) To inform, verbally, and in writing, about any abnormality that would damage the prestige of the organization.

## **ARTICLE 28**

The rights of the associates are as follows:

- a) To postulate to the managing positions.
- b) To propose the necessary modifications to this statute.
- c) To display all kinds of projects and proposals benefiting the organization.
- d) To exercise the right to vote in the elections.
- e) To assist the Board of Directors' meetings without voting.
- f) To demand the strict fulfillment of the present statute's prescriptions.
- g) To make a good use of the goods and funds of the organization, watching over its conservancy and informing about any deterioration of any goods or possessions.

## **ARTICLE 29**

Each associate, by himself, does not have the right to more than one vote.

## **ARTICLE 30**

It is the right of the honorary associates to participate in the meetings. They do not have a pecuniary duty.



## **CHAPTER VII**

### ***MODIFICATIONS TO THE STATUTE.***

#### **ARTICLE 31**

**Competence:** Any modification of the statute is competence of the General Meeting of the associates; the proposed modification will be of knowledge ten days before the meeting is held, through the Board of Directors.

#### **ARTICLE 32**

**Quorum:** In order to modify the statute or to dissolve the organization, it is required the assistance, in the first notice, of more than one half of the associates. The agreements are adopted through the vote of more than one half of the associates. In the second notice, the agreements are adopted with the associates present at the meeting, representing no less than one tenth part of the attending associates. The representation is conferred by deed; it can also be conferred by other ways, and will only have a special purpose for each assembly.

## **CHAPTER VIII**

### ***THE DISSOLUTION AND LIQUIDATION OF THE ORGANIZATION.***

#### **ARTICLE 33**

The organization will be dissolved for any of the following reasons:

- a) At the wish of two-thirds of the active associates.
- b) Due to the decreasing number of the associates, to less than three.
- c) Due that its economical situation does not allow it to continue operating.
- d) Due to bankruptcy.
- e) The organization is dissolved through liquidation, according to the respective board of creditors.

#### **ARTICLE 34**

In case of suspension of payments, the Board of Directors will ask for the organization's statement of bankruptcy, according to law, being held liable to the creditors for the damages caused by its omission.

#### **ARTICLE 35**

In case of dissolution and liquidation, the goods and possessions of the organization, duly inventoried, will be assigned to another organization with charitable purposes or similar objectives.

## **CHAPTER IX**

### ***INITIAL DIRECTORS AND/OR OFFICERS***

#### **ARTICLE 36**

By unanimity, all those present at this meeting agreed to elect the first Board of Directors for the 2007-2012 period. The Board of Directors will be constituted as follows:

*President:*            Trinidad Paz Soldan,

9496 – D Boca Gardens Parkway  
Boca Raton FL 33496

*Vice-President:* Martha Paz Soldan,

9496 – D Boca Gardens Parkway  
Boca Raton FL 33496

*Treasurer:* Blanca Chavez,

9496 – D Boca Gardens Parkway  
Boca Raton FL 33496

## **CHAPTER X**

### ***INITIAL REGISTERED AGENT AND STREET ADDRESS***

#### **ARTICLE 36**

Finally, the President proposed that, in order to formalize the agreement approved at the present meeting, a representative of the Association must be named. After a brief deliberation, it was agreed by unanimity to name Ms. **Martha Paz Soldan** to act as a Registered Agent of the Association for this purpose, conferring her all the powers to register the present document and/or any other necessary document, complementary and/or explanatory, as well as to process all the appropriate procedures to complete its registration. Her address is 9496 – D Boca Gardens Parkway, Boca Raton FL 33496.

## **CHAPTER XI**

### ***INCORPORATOR***

#### **ARTICLE 37**

The name and address of the Incorporator is:

A Garcia & Associates  
Herbert C. Garcia  
37-69 80<sup>th</sup> Street Ste 201,  
Jackson Heights NY 11372

## **GENERAL DISPOSITIONS**

### **FIRST**

The Board of Directors will interpret any questions that may be present at the application of this statute. The decisions on this matter will be presented to the Board of Directors.

### **SECOND**

The aspects not considered herein, and should they be constituted as rules, will be considered at the internal regulations and resolved by the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Martha Paz Soldan  
Martha Paz Soldan / Registered Agent

Herbert C. Garcia  
Herbert C. Garcia / Incorporator

August 20, 2007  
Date

August 20, 2007  
Date

**FILED**  
07 AUG 23 PM 3:24  
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