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CAPITAL CONNECTION

NO 2007 P. 1 of 1

NO 7000010318

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FLORIDA PROFIT/NON PROFIT CORPORATION

GUATEMALAN ORGANIZATION OF BROADWAY, INC.

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H07000260955 3

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ARTICLES OF INCORPORATION

ARTICLE I NAME AND IDENTITY

The name of this corporation is Guatemalan Organization of Broadway, Inc.

ARTICLE II STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation solely for charitable, religious, educational and/or scientific purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part 1 Chapter 617 of the Florida Statutes.

ARTICLE III GENERAL AND SPECIFIC PURPOSES

- (a) The specific and primary purposes for which this corporation is formed are to operate for the furtherance of the common good and general welfare of the community, and for other charitable purposes, by the distribution of this fund for such purposes, more particularly by integrating new immigrants of West Palm Beach with social, cultural and educational activities- providing special attention to the immigrant youth and providing such ancillary services as the corporation deems appropriate.
- (b) The general purpose for which this corporation is formed are to operate exclusively for charitable, religious, educational and/or scientific purposes as an exempt

H07000260955 3

H07000260955 3

organization under Section 501(c) of the Internal Revenue Code or correspondence provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE IV TERM

This corporation shall have a perpetual existence.

ARTICLE V MEMBERSHIP

The corporation shall have no membership distinct from the Board of Directors.

ARTICLE VI INCORPORATOR(S)

The name and residence address of the incorporator(s) of this corporation are as follows:

Roberto Monjaras
4305 Broadway
West Palm Beach, Florida 33407

ARTICLE VII LOCATION OR PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

- (a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is yet to be determined, but while such location is decided the address of 4305 Broadway, West Palm Beach, Florida 33407 is the address of the Corporation's Principal Office.
- (b) The name and address of this corporation registered agent is: Aileen Josephs, Esquire, Law Offices of

H07000260955 3

H07000260955 3

Aileen Josephs, P.A. 301 Clematis Street, Suite 3000,
West Palm Beach, and Florida 33401.

ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

- (a) **Board of Directors:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of four (5) provided, however, that the maximum number shall be set and may be changed by the bylaws duly adopted.

The directors named herein as the first board of directors shall hold office until the first meeting of the board of directors, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall be elected and serve in accordance with the bylaws, and until the qualification of the successors in office.

- (b) The names and addresses of such initial members of the board of directors are as follows:

Roberto Monjaras
Rosendo Gonzalez
Henry Rivas
Erwin Arevalo
Oved Morales

Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

H07000260955 3

H07000260955 3

President: Roberto Monjaras
Vice President: Rosendo Gonzalez
Treasurer: Henry Rivas
Secretary: Erwin Arevalo
Spokeperson: Oved Morales

- (c) Annual meetings of the Membership shall be held in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution, or as provided in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effective as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of authority.

ARTICLE IX BY LAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted, either by a resolution of the majority of the board of directors or by following the procedure set forth therefore in the bylaws.

ARTICLE X DEDICATION OF ASSESTS

H07000260955 3

H07000260955 3

The assets of this corporation are irrevocably dedicated exclusively for charitable, religious, educational and/or scientific purposes as an exempt organization under Section 501(c) of the Internal Revenue Code or correspondence provisions of any subsequent federal tax laws.

ARTICLE XI DISTRIBUTION OF ASSETS FOR ACTIVITIES

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 these articles. No substantial part of the activities of the organization shall be of carrying on propaganda, or otherwise attempt to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or (b) by an organization contributions to which are deductible under section 17-(c)(2) of federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XII DISTRIBUTION OF ASSETS FOR ACTIVITIES

Upon distribution or winding up of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(3) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government for public purposes.

H07000260955 3

H07000260955 3

**ARTICLE XIII
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members of the board for their vote. Amendments may be adopted by the two-thirds of a quorum of the board of directors of the corporation.

The undersigned, being the President of this corporation, for the purpose of the Articles of Incorporation of this corporation under the Laws of Florida have executed these articles of Incorporation on September, 2007.

OCTOBER 18,



STATE OF FLORIDA
COUNTY OF PALM BEACH

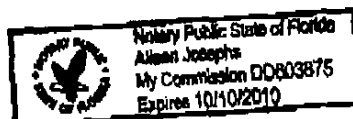
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Oct 18, 2007 and known to me to be the person who executed the foregoing Articles of Incorporation of *Guatemalan Organization of Broadway*

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of October 2007.

Aileen Joseph

Notary Public, State of Florida
My commission expires:

SEAL



H07000260955 3

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