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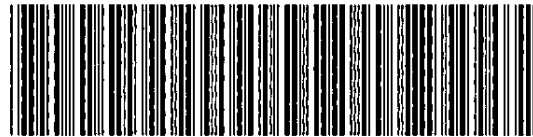
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. JOHN ADAMS CENTER FORTHE
(Corporation Name) (Document #)
2. ADVANCEMENT OF DEMOCRACY,
(Corporation Name) (Document #)
3. INC.
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF THE
JOHN ADAMS CENTER
FOR THE ADVANCEMENT OF DEMOCRACY, INC.**

FILED

08 MAY -5 AM 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S., this is a corporation that is Not for Profit.

ARTICLE I NAME

The name of the corporation shall be: **"THE JOHN ADAMS CENTER
FOR THE ADVANCEMENT OF DEMOCRACY, INC."**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8370 West Flagler Street, Suite 110, Miami, Florida 33144.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The advancement of the belief in and development of constitutional democracies in countries all over the world. This implies the support and preservation of those democracies that already exist and the supervision of the democratic electoral processes that take place from time to time in the different countries in order to ensure that the same are fair and honest to the people that participate in those electoral jousts. Also the Center will endeavor to create teaching material for the education of children and adults in what this form of government called a constitutional democracy is all about; with emphasis on the importance of human and individual rights in the functioning of a government constitutional democracy and the supremacy of the Constitution as the fundamental law of such form of government. Our Vision is the following: Our Organization is an institution of civil society that promotes the consolidation of constitutional democracies based on respect of individual rights, considering this form of political order, the essential foundation for Peace and Democratic Development and for the

Economic and Social advancement of the peoples of the world. We stand for “equality in freedom” and reject “equality in a dictatorship” no matter how lofty may be the aspirations presented by those who advocate totalitarianism. Because equality in freedom translates into equality in prosperity and development; but equality in dictatorship translates in equality in poverty and slavery. Freedom is the essential element of a constitutional democracy and education, not indoctrination, is the shield and sword that must be used to defend it.

We are an organization constituted by Latin Americans open to anyone with democratic constitutional principles, without any distinction.

Our Mission is the strengthening of organizations, political parties, institutions and governments committed to uphold democratic constitutions, Human Rights, Civil Rights, honesty and transparency at all levels of Government and the education of children and adults in the political doctrine of Constitutional Democracy.

Our aim is to promote programs, projects and consultancies, to increase knowledge, understanding, promote courage in the defense of, and the acceptance and permanence of Constitutional Democracy and Civil Rights.

The Center has identified and focused its efforts on two areas: education and the electoral process. To cover these areas, the Center prioritizes the following objectives:

- 1 .- electoral observation, to assess the transparency, credibility and acceptance of the results of the same.
- 2 .- Education and training for democratic political organizations and civil organizations for the purposes of the Center.
- 3 .- Promotion and defense of democratic values among the various actors in the electoral process thus the education of our democratic values.
- 4 .- educational campaigns and outreach to the general population for the promotions and advancement of democracy.
- 5 .- assistance to democratic institutions and support in electoral processes where the same are held under fair conditions that warrant the minimum safeguards for honest results.
- 6 .- Strengthening the Rule of Law and Governance under the Constitution of the different countries in freedom from authoritarianism.
- 7 .- Building partnerships with democratic organisations all over the world.

8 .- Developing and disseminating reports and indicators democratic progress in those countries that choose democracy for their form of government.

9 .- The Establishment of an annual prize named after the paladin of democracy whose name we honor in our organization to be given to world leaders that stand out in the defense and promotion of Constitutional Democracy, Individual Civil Rights and basic human rights for all peoples. Our motto is: "There is danger from all men. The only maxim of a free government ought to be to trust no man living with power to endanger the public liberty." John Adams.)

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed is as it is later described. The initial members of the Board of Directors are those in Article V of this Charter. They are all residents of Miami, Dade County, Florida.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Presidente	Ruth Sequeira Balladares
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Vicepresidente	Alfonso Oviedo Reyes
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Secretario	Mary Veitia
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Tesorero	Carmen Zarruk
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Fiscal/D	Sergio Boffelli
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Miembro/D	Gustavo Arana
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Miembro/D	José Zúñiga
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Miembro/D	Carlos Herdocia
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Miembro/D	Armando Arana
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Miembro

Manuel Abaunza

All the members of this first Board of Directors are domiciled in Miami, Florida and are elected for a period of four years from today's date.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** of the registered agent is: Alfonso E. Oviedo-Reyes, Esquire. 8370 West Flagler Street, Suite 110, Miami, Florida 33144.

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is: Alfonso E. Oviedo-Reyes, Esquire. 8370 West Flagler Street, Suite 110, Miami, Florida 33144.

ARTICLE VIII MEMBERSHIP

Section 1. Qualification, Number and Election of members: A member of this corporation shall be sponsored by a member of the corporation and shall be at least 18 years of age. The number of members of this Corporation shall be never less than three. Members may be elected at any meeting of the Board of Directors held for that purpose by the vote, or written assent incorporated in the minutes of the meeting, of two thirds of the members of the Board of Directors present at the meeting. On emergencies, the General Assembly can meet by email and the record of the communications among those that participate in the exchange will later be incorporated in a regular minute of the meeting as if the same was held in situ. Membership is freely transferable. There shall be only one class of membership.

Section 2. Resignation or Removal: Any member of this Corporation may resign by submitting his resignation in writing to the remaining members and that resignation will be accepted or refused by the General Assembly of the Corporation. Members may also be removed as members either with or without cause at any meeting of the members held for that purpose by the

vote, or written assent incorporated in the minutes of the meeting, of two-thirds of the remaining members.

Section 3. Annual Meetings of Members: The annual meeting of the General Assembly of the Membership for the election of the Board of Directors and the transaction of such further business as may come before the meeting shall be held at Miami, Florida on the Saturday before the 4th day of the month of July of each year (or in the event such day is a legal holiday, on the day next following which is not a legal holiday), unless by resolution of the Board of Directors in any year a different time and place is designated. Meetings of members may be held either within or without the State of Florida.

Section 4. Special Meeting of Members: Special meeting of the members may be called by the President, the Vice-President or the Board of Directors whenever she or he or they deem it proper and shall be called by the President, Vice-President or by the Board of Directors upon the written request of a majority of members. Such meetings may be held either within or without the State of Florida.

Section 5. Notice of Meetings of Members: A notice of each meeting of the General Assembly of the Membership, signed by the Secretary, shall be mailed, emailed or faxed to each member having the right and who is entitled to vote at such meeting, at his address as it appears on the records of the Corporation, not less than ten days before the date set for the meeting. Any member, however, may waive notice of any meeting, either before, at or after such meeting.

Section 6. Quorum: At any meeting of the members a majority of the members present at the meeting shall constitute a quorum for the transaction of business.

ARTICLE IX BOARD OF DIRECTORS

Section 1. Number and Qualifications of Directors: The Board of Directors shall consist of TEN individuals to be elected annually at the meeting of the members by the vote of a majority of the members but the number may be increased or diminished from time to time, by amendment of these rules in the bylaws that are to be enacted later, but shall never be less than three. It shall be necessary for Directors to be members in good standing and current in their dues and other obligations with the Center. To that effect and before

the vote begins the Treasurer shall certify that the candidates are all in good standing. To be elected however a member need not be present at the Annual Meeting where the election takes place. A Director shall hold Office until his successor is elected and has been qualified. Former Presidents of the Corporation, after serving their term, automatically become Directors for an additional term and they shall be members of the Board of Directors with the same rights and duties as the elected Directors. The initial Board of Directors is elected for the initial period of four years from the day of incorporation.

Section 2. Meeting of the Board of Directors: The Board of Directors shall hold its regular and its special meetings at such times and places, within or without the state, as they deem to be to the best interest of the Corporation. The Board of Directors shall fix the time and place of its regular meetings. The President, the Vice-President or any two directors may call special meetings of the Board of Directors but the President or the Vice-President shall call a special meeting or meetings whenever requested in writing to do so by a majority of the members.

Section 3. Notice of Meetings of Board of Directors: After the Board of Directors has determined the time and place for regular meetings no notice thereof need be given. Reminders of such meetings are recommended but not required. Notice of special meetings however, stating the time and place thereof, shall be given to each director by mailing the same special delivery return receipt requested to his residence or business address at least two days before the meeting, or by delivering the same to him personally, via email or via fax. The meeting is to be held, unless in case of emergency the President shall prescribe a shorter notice to be given personally, by telephone, by email or by fax. The meeting of the Board of Directors for the election of officers may be held without notice immediately after the annual meeting of the members and at the same place. Any director may waive notice immediately after the annual meeting of the members and at the same place. Any director may waive notice of any meeting of the Board of Directors either before, at or after such meeting.

Section 4. Power of Directors: The Board of Directors shall be vested with the management of the Corporation. In the management and control of the property and affairs of the Corporation, the Board of Directors is here by vested with all the powers possessed by the Corporation itself, so far as this

delegation of authority is not inconsistent with the laws of the State of Florida, with the Articles of Incorporation, or with these Bylaws.

Section 5. Vacancies: When for any reason the office of a director shall become vacant, the remaining directors shall by a majority vote elect a successor who shall hold office until his successor is elected and has qualified. Vacancies resulting from and increased in the number of directors may be filled in the same manner.

Section 6. Quorum of Directors: The presence of six (6) members of the Board of Directors¹ shall constitute a quorum for the transaction of business. The vote of a majority of a quorum of the directors shall be required in order to authorize action by the Board of Directors.

Section 7. Resignation or Removal: Any director may resign at any time by giving written notice to the Board of Directors, the President, the Vice-President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time not be specified therein, upon its acceptance by the Board of Directors. The members at any meeting called for the purpose by vote of a majority of the members may remove from office any director elected by the members of the Board of Directors and elect the successor.

Section 8. The Quorum of Directors needed for the selection of the Winners of the John Adams Prize for the Defense and Promotion of Democracy: The presence of six (6) members of the Board of Directors shall constitute a quorum for the transaction of business, however a full Board is desired and recommended for the election of the Winners of this Prize. The vote of a majority of the quorum of the directors shall be required in order to authorize action by the Board of Directors.

ARTICLE X

OFFICERS

Section 1. Election and Qualification: The Officers of this Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer and one or more additional Assistant Secretaries, one or more Assistant Treasurers or such other officers as the Board of Directors may provide. All

of such officers shall be elected by a majority vote of the Board of Directors immediately or as soon thereafter after the annual meeting of the members. The same person may hold more than one office, except those of the President and Secretary, Assistant Secretary, Treasurer or Assistant Treasurer. The Board of Directors shall have authority to fill any vacancy in any office. For a person to be elected Officer of this Corporation he or she will have to be in good standing, as required for the election of directors. The Board of Directors shall also have full authority to fix the compensation of all officers. All officers shall hold office until their successor are elected and have been qualified. The Board is authorized to select five of the candidates who at the Annual Meeting of Members received the highest number of votes but not sufficient for the election as directors, to integrate with them the various commissions or committees the Board may organize as well as to fill any vacancy of the directors. In the latter event vacancies shall be filled with the candidates with the highest number of votes or, in the event of even number of votes, as the Board may decide.

Section 2. President: The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President or Vice President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all written instruments of the Corporation. He shall perform all the duties commonly incident to his office and shall perform all the duties as the Board of Directors shall designate.

Section 3. Vice President: The Vice President shall perform the duties and have the powers of the President during the absence, sickness, or other disability of the President. In addition, he shall perform such duties and have such other powers as the Board of Directors shall designate.

Section 4. Secretary: The Secretary shall keep accurate minutes of all meetings of the members and the Board of Directors and shall perform all the duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors shall designate, The Secretary shall have charge of the Corporation Seal and shall attest all written instruments of the Corporation executed by the President and affix the Corporation Seal thereto. In the absence of the Secretary, the Assistant Secretary shall perform the aforesaid duties.

ARTICLE XI

AMENDMENTS

Section 1. Method of Amendment or Charge: These Corporate Charter and Rules may be amended or repealed by way of Bylaws adopted by a majority vote of the entire General Assembly of the Membership so long as the proposed action is not inconsistent with any of the purposes which have been adopted here or hereafter as allowed by these rules. These rules may be amended or repealed at any meeting of members by a vote of a majority of the members. These Corporate Charter and Rules of The JOHN ADAMS CENTER FOR THE ADVANCEMENT OF DEMOCRACY, INC., were adopted by the first General Assembly of the Membership on this MAY 1st 2008 at the Corporation's Office in Miami, Dade County, Florida.

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.

Alfonso E. Oviedo Reyes

Signature/Date

Vice-President of the Board of Directors

Incorporator and Registered Agent for

The John Adams Center for the Advancement of Democracy, Inc.

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08 MAY -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Miami-Dade

Sworn and subscribe on the first day of the month of May of the year 2008 by Mr. Alfonso E. Oviedo-Reyes, Esquire who I personally know and personally appeared before me and took an oath under penalties of perjury that the above-statement is true and correct.

R. Gonzalez

Notary Public

