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FLORIDA PROFIT/NON PROFIT CORPORATION

hispanics united global embassy, inc.

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J. Shivers AUG 14 2008

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**ARTICLES OF INCORPORATION
OF
Hispanics United Global Embassy, Inc.**

A Florida "Not for Profit" Corporation

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

A. NAME OF CORPORATION: The name of the corporation is:

HISPANICS UNITED GLOBAL EMBASSY, INC.

B. PRINCIPAL OFFICE: The mailing address and the location of the principal office of the corporation is:

Hispanics United Global Embassy, Inc.
12631 SW 10th Terrace
Miami, FL 33184

C. REGISTERED AGENT: The name and address of the registered agent of the corporation is :

Edna E. Canino, Esq.
12631 SW 10 Terrace
Miami, FL 33184

D. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

E. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, but shall not be less than three Directors.

F. INCORPORATOR: The name and address of the incorporator is:

Roberto E. Canino
12631 SW 10 Terrace
Miami, FL 33184

G. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

Prepared by: Edna E. Canino, Esq.
Fla. Bar. No. 272167

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Hispanics United Global Embassy, Inc.

1. This corporation is organized exclusively for charitable purposes: Educational, Research and Scientific, Including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax. To this end, the corporation is created to strengthen the democratic values, reduce poverty and enhance the personal and business development of Hispanics living in the United States and Hispanics living in Latin America, the Caribbean, and other countries in the world where Hispanics reside, and to promote international cooperation and diplomacy, and international respect with and between our neighboring and allied countries with a goal of advancing human achievement in the United States and abroad.
2. Furthermore, said corporation will create programs and projects to foster promote and advocate a positive relationship between the United States and Latin America, the Caribbean, and other countries in the world where Hispanics reside, by training, monitoring, and identifying resource availability in order to enable Hispanics to succeed in their personal development, businesses, and tourism. All funds whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, 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.
4. 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.
5. All of the foregoing purposes shall be exercised exclusively charitable, educational, and scientific purposes 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.

I. INITIAL Trustees/Directors and/or Officers:

The names and addresses of the persons who are the initial trustees / directors and/or officers of the corporation are as follows:

Roberto E. Canino,	Director/Pres	12631 SW 10 th Terrace, Miami, FL 33184
JohnLuke Christian	Director/V.P.	1641 Sand Key Estates Ct. Clearwater, FL 33767
Edna E. Canino	Director/Sec/Treas.	12631 SW 10 th Terrace, Miami, FL 33184

J. 501(c)(3) LIMITATIONS

- 1. CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, 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 charitable, educational scientific and international diplomatic purposes as specified herein.
- 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 charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational 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 charitable and educational 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.
- 6. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

K. 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 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 14th day of August, 2008.

Roberto E. Canino
Roberto E. Canino

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for **Hispanic Leadership Global Embassy, Inc.** a Florida not for profit corporation.

Edna E. Canino
Edna E. Canino

August 14, 2008
Date

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