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FLORIDA PROFIT/NON PROFIT CORPORATION

Hispanic Professional Reinsertion Partnership, Inc.

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January 14, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GBS CONSULTANTS, INC.

SUBJECT: HISPANIC PROFESSIONAL REINSERTION PARTNERSHIP, INC.
REF: W09000001968

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Dale White
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FAX Aud. #: H09000007403
Letter Number: 809A00001459

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
HISPANIC PROFESSIONAL REINSERTION PARTNERSHIP, INC.**

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-for profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **HISPANIC PROFESSIONAL REINSERTION PARTNERSHIP, INC.** (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

This Corporation is a nonprofit corporation. The general purposes for which this corporation is formed are to operate exclusively for such charitable, services and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under section 26 U.S.C § 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. This corporation shall implement and exclusively engage, advance, support, promote, and administer charitable, service and educational causes and projects specifically related to:

1. Identify, study and produce solutions to eliminate those factors that represent obstacles, cause any prejudice and discrimination towards Hispanic professionals in the American labor market
2. Promote the insertion of Hispanic professionals living in the United States to the American economy at full potential
3. Promote programs oriented at improving the possibilities of success of the Hispanic entrepreneurs in the United States
4. Work actively to promote the betterment of the Hispanic population in the United States
5. Design and deliver educational and social programs oriented at the achievement of the above purposes

ARTICLE 3 – DISTRIBUTIONS

No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except

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that the corporation 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 Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 – DISPOSITION OF ASSETS AT DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 5 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 18501 Pines Blvd. Suite 201. Pembroke Pines, FL 33029 South Florida, and the mailing address is the same.

ARTICLE 6 – INCORPORATOR

The name and street address of the incorporator of this corporation is:

Jorge E. Fernandez
18501 Pines Blvd, Suite 201
Pembroke Pines, FL 33029

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ARTICLE 7 – OFFICERS

The officers of the Corporation shall be:

President:	Maria Antonietta Diaz
Vice-President:	Rita Herrera de Ramirez
Treasurer:	Jorge E. Fernandez
Secretary:	Luis David Ramirez

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLES 8 – DIRECTOR(S)

The Directors shall be elected by a majority vote of the members of this corporation for the term of 2 years. The initial Board of Directors of the Corporation shall be:

Maria Antonietta Diaz
Rita Herrera de Ramirez
Jorge E. Fernandez
Luis David Ramirez

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 9 – TERMS OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 10 – CAPITAL STOCK

This Corporation shall have not capital stock and shall be composed of members rather than shareholders.

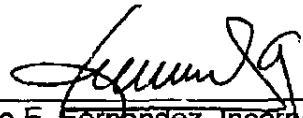
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ARTICLE 17 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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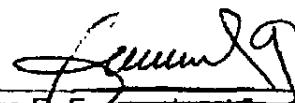
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JANUARY 12, 2009.


Jorge E. Fernandez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

GBS Consultants, Inc. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under section 617.0501, Florida Statutes

GBS Consultants, Inc.


Jorge E. Fernandez, Vice-President

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