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02-16-09

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09 FEB 23 AM 8:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAR 04 2009

W09-8785

COVER LETTER

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

SUBJECT: HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, 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
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SANCHEZ LAW OFFICES, P.A.
Name (Printed or typed)

114 S. FREMONT AVE
Address

TAMPA, FL 33606
City, State & Zip

813-254-1777
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2009

SANCHEZ LAW OFFICES, P.A.
114 S FREMONT AVE
TAMPA, FL 33606

SUBJECT: HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF
TAMPA BAY, INC. ("HYPE")
Ref. Number: W09000008785

We have received your document for HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC. ("HYPE") and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 409A00006434

**ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes, adopts and hereby certify the following:

Effective Date
02-16-09

ARTICLE 1. Name. The name of the corporation shall be HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC.

ARTICLE 2. Address. The place in this state where the principal office of the Corporation is to be located is Hillsborough County. The address of the principal office and the mailing address of the corporation is: 114 S. Fremont Ave., Tampa, Fl 33606.

ARTICLE 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 114 S. Fremont Ave., Tampa, Fl 33606. The name of its initial registered agent at that address is: SANCHEZ LAW OFFICES, P.A.

ARTICLE 4. Members. The corporation may have members as set forth in the By-laws, but shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. Not for Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 6: Duration. The duration of the corporation shall be perpetual.

ARTICLE 7. Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to 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 code.

**ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.**

sponsoring, organizing, administering, enhancing, and/or operating art and cultural exhibitions, assemblies, special events, programming and/or activities that benefit the public.

ARTICLE 8. Powers. Solely for the above purposes, the corporation shall have the powers as designated by Hispanic Young Professionals & Entrepreneurs, Inc. and the Corporate Charter. Subject to, and If not in conflict with Hispanic Young Professionals & Entrepreneurs, Inc. and the Corporate Charter, the Corporation may:

A. Arrange for, sponsor, co-sponsor, organize, promote, enhance or operate the exchange of Latin heritage, culture and goodwill that benefits the public.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. Limitation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article Seven 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

ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.

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, contributions 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 10. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. Dissolution. Upon the dissolution of the corporation, assets shall be distributed back to Hispanic Young Professionals & Entrepreneurs, Inc. which is a 501(c)(3) of the Internal Revenue Code, or the 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. Board of Directors and Officers. There shall be a board of directors consisting of thirteen individuals. The name, addresses and title of the board of directors are as followed:

1. Name: Braulio Colon
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: President
2. Name: Paul Palacios
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Treasurer

**ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.**

3. Name: Veronica Vargas
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Co-Chair Community Outreach
4. Name: Jose Roldan
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Co-Chair Community Outreach
5. Name: Emeline Fines
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Co-Chair Social/Marketing
6. Name: Gabriel Guerrero
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Communications Chair
7. Name: James Lascano
 - a. Address: 114 S. Fremont Ave., Tampa, Fl 33606
 - b. Title: Co-Chair Professional Development

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. Hispanic Young Professionals & Entrepreneurs, Inc. shall have the authority to remove any board of director subject to a super majority vote by the board of directors of Hispanic Young Professionals & Entrepreneurs, Inc.

ARTICLE 13. Officers. The officers of the corporation shall be dictated by the Corporate Charter and Bylaws.

ARTICLE 14. Incorporators. The name and street address of incorporator is Gilberto E. Sanchez Esq., address: 114. S. Fremont Ave., Tampa, Fl 33606

ARTICLE 15. Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors, subject to the approval of Hispanic Young Professionals & Entrepreneurs, Inc. and the Charter.

**ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.**

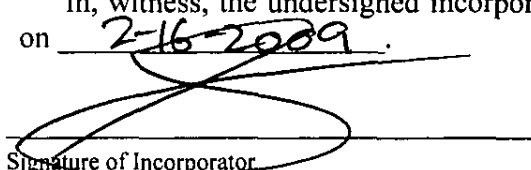
ARTICLE 16. Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 18. Commencement of Corporate Existence. The date when corporate existence shall commence is February 16, 2009.

ARTICLE 19. CHARTER POWERS. THAT THIS FLORIDA NON PROFIT SHALL BE SUBJECT TO THE CORPORATE CHARTER AS ISSUED BY HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC. AND THAT THE CORPORATE CHARTER MAY BE REVOKED BY HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC. PURSUANT TO THE CORPORATE CHARTER AS ATTACHED AND INCORPORATED BY REFERENCE AS EXHIBIT "A".

In, witness, the undersigned incorporator has signed these articles of incorporation on 2-16-2009.



Signature of Incorporator

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida

1. Name of the corporation: HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC.
2. Name and address of the registered agent and office: SANCHEZ LAW OFFICES, P.A. 114 S. Fremont Ave, Tampa, FL 33606.

**ARTICLES OF INCORPORATION
OF
HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS
OF TAMPA BAY, INC.**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

Dated: 2-16-2009

FILED
09 FEB 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC.

CORPORATE CHARTER
FOR
HISPANIC YOUNG PROFESSIONALS &
ENTREPRENEURS OF TAMPA BAY, INC.

EXHIBIT "A"
TO ARTICLES OF
INCORPORATION



HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC.

CORPORATE CHARTER

FOR

HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC.

Hispanic Young Professionals Entrepreneurs, Inc., ("Nationals"), hereby grants this revocable charter to: HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC. ("Chapter").

To officially activate a Chapter and grant a Charter by Nationals, the Chapter must:

- § Organize a thirteen Member Board of Directors, subject to the approval of Nationals, and present it to Nationals for approval. Each Director must have legal status in the United States and have no prior criminal history or record.
- § Each founding Board of Director pays to nationals \$100.00, except for Hispanic Young Professionals & Entrepreneurs of Tampa Bay, Inc.
- § Complete the Board of Director training offered by Nationals.
- § Adopt the National's Chapter Bylaws.
- § Three Honorary Advisors for the Honorary Advisory Council.
- § Obtain a mailing address and principal place of business address.

Chapter shall hereby abide by the following provisions in order to maintain its charter status:

- § Strictly adhere to the National's mission statement: ***THE MISSION IS TO FUSE HISPANIC YOUNG PROFESSIONALS AMONGST EACH OTHER, ENRICH THEIR PROFESSIONAL DEVELOPMENT, ENGAGE THEM WITHIN THE COMMUNITY AS LEADERS AND ASSIST IN REDUCING THE DROPOUT RATE WHILE INCREASEING THE COLLEGE GOING RATE AMONG HISPANIC STUDENTS.***
- § Have at least five (5), paid, Board of Directors and ten (10), paid, members at any given time.



HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC.

CORPORATE CHARTER

FOR

HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS OF TAMPA BAY, INC.

- § Implement within thirty (30) days notice any and all rules, regulations and policies as provided by Nationals.
- § Remit on the last day of each month 25% of collected Membership dues to Nationals.
- § File annual business report to maintain active the Chapter with the Division of Corporations, on or before April 1st of each year.
- § Provide the draft filing of the annual 501(c)(3) tax return with the IRS, on or before April 1st of each year.
- § Provide a quarterly accounting of the Chapters financials to Nationals.
- § Allow Nationals to audit the Chapter at anytime, without notice.
- § Adopt and follow the Chapter's Articles of Incorporation and Bylaws.
- § Chapter President shall serve on the Nationals Board for the term of its Presidency term in the Chapter.
- § Provide a yearly business plan to Nationals on or before April of each year.
- § Throughout the year to support, develop, promote and fund National's program HOPE-Hispanic Outreach for Postsecondary Education.

Nationals shall provide to Charter the following:

- § Pay and File for the Articles of Incorporation.
- § Apply for the Employer Identification Number.
- § Assist in opening a corporate bank account with a minimum of \$50.00 in the account.
- § State Sales Tax Exemption Certificate.
- § Hold the first Board of Director meeting.
- § Design and pay for one Banner.
- § Design and pay for 500 Business Cards.
- § Revocable license and use of the trademark and logo of HYPE.



HISPANIC YOUNG PROFESSIONALS & ENTREPRENEURS, INC.

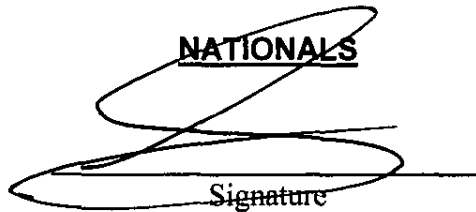
CORPORATE CHARTER

FOR
HISPANIC YOUNG PROFESSIONALS &
ENTREPRENEURS OF TAMPA BAY, INC.

- § Use of the 501(c)(3) classification by way of the IRS Group Exemption.
- § Domain name for the Chapter and basic website structure.
- § Board and Officer training.
- § Fundraising training.
- § Use of any and all templates and forms for the internal operations of the Chapter such as Standard Operating Procedure manual.
- § To provide, counsel and advise the Chapter, its Members, Board and Executive board on an ongoing basis.
- § Entitled to accept grant proposals from Chapter for funding of Chapter's various programs.

This charter can be revised and/or revoked at anytime by Nationals and shall be automatically binding to the Chapter by providing thirty (30) days written notice to the Chapters Executive Board.

NATIONALS


Signature

Name: Gilberto E. Sanchez

Title: Chairman of the Board

Date: 2-18-09