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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: National Hispanic and Latino Veterans of America
(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: JULIUS MELENDEZ, PRESIDENT
Name (Printed or typed)

119 OWENSHIRE CIRCLE
Address

KISSIMMEE, FLORIDA 34744
City, State & Zip

407-729-1640
Daytime Telephone number

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

FILED
09 APR -6 PM 12:21
SOUTH HAVEN OF STATE
KISSIMMEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONAL HISPANIC AND LATINO VETERANS OF AMERICA, INC.**

The undersigned, acting as incorporator of this Corporation, pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation not for profit under the laws of the State of Florida, and adopts the following Articles of Incorporation for such Corporation, and certify as follows:

ARTICLE I

Name and Address

The name of the corporation shall be NATIONAL HISPANIC AND LATINO VETERANS OF AMERICA, INC. (the "Corporation"), and shall have the following as its office and street address, or such other place as the Board of Directors may designate from time to time:

119 OWENSHIRE CIRCLE, KISSIMMEE, FLORIDA 34744

ARTICLE II

Purpose

2.1 The purpose for which the Corporation is organized is to promote non-profit premiere fundraising dedicated to educating the general public in respect to the contributions and ultimate sacrifices made by Hispanic and Latino veterans of the United States of America, under the NATIONAL HISPANIC AND LATINO VETERANS OF AMERICA, INC.

2.2 The Corporation does not contemplate pecuniary gain or profit, direct or indirect to or shall make no distributions of income to its directors or officers, except for reimbursement of receipted expenditures made on behalf of the Corporation.

2.3 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

ARTICLE III

Initial Registered Office and Registered Agent

The initial street address of the registered office of this Corporation in the State of Florida shall be 119 Owenshire Circle, Kissimmee, Florida 34744. The name of the initial registered agent of that address is JULIUS MELENDEZ, PRESIDENT.

ARTICLE IV

Powers

4.1 The Corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

4.2 The Corporation shall have all of the powers, authority and duties set forth in the NATIONAL HISPANIC AND LATINO VETERANS OF AMERICA, INC., Articles of Incorporation. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of Operating Expenses of the Corporation;
- b. Doing anything or performing any service necessary or desirable, in the judgment of the Corporation, to operate and promote or enhance the fundraising efforts dedicated to educating the general public in respect to the contributions and ultimate sacrifices made by Hispanic and Latino Veterans of America, thereof, or accomplish any matters which, in the judgment of the Corporation, may be of general benefit to the intended beneficiaries of the Corporation;

ARTICLE V

Restrictions

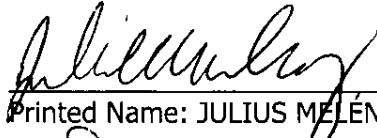
A. No Private Inurement. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in, (including the publishing or distribution of statements) 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 federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

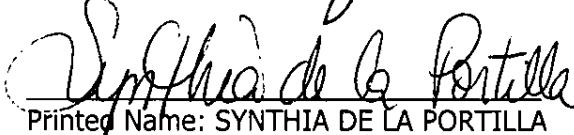
Directors

7.1 The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) Directors; however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the selection of their successors as specified in the By-Laws.

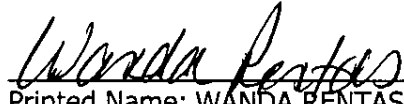
7.2 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are selected or until removed, are as follows:


Printed Name: JULIUS MELÉNDEZ

Address: 119 Owenshire Circle
Kissimmee, Florida 34744


Printed Name: SYNTHIA DE LA PORTILLA

Address: 205 Calliope Street
Ocoee, Florida 34761


Printed Name: WANDA RENTAS

Address: 2400 Queenswood Circle
Kissimmee, Florida 34743

Replacement Directors shall be selected at the times and in the manner set forth in the By-Laws of the Corporation.

ARTICLE VII

Officers

The affairs of the Corporation shall be administered by officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at the first annual meeting of the Board of Directors of the Corporation, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: JULIUS MELÉNDEZ

Address: 119 Owenshire Circle
Kissimmee, Florida 34744

Vice President: SYNTHIA DE LA PORTILLA

Address: 205 Calliope Street
Ocoee, Florida 34761

Secretary/Treasurer: WANDA RENTAS

Address: 2400 Queenswood Circle
Kissimmee, Florida 34743

ARTICLE VIII

Incorporator

The name and address of the Incorporator of this Corporation is:

Name: JULIUS MELÉNDEZ, PRESIDENT
Address: 119 Owenshire Circle, Kissimmee, Florida 34744

ARTICLE IX

Dissolution

Upon the dissolution of the 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for each purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Limitation of Liability

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

C. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XI

By-Laws

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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TALLAHASSEE, FLORIDA

ARTICLE XII

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Corporation holding not less than ten percent (10%) of the votes. Directors not present in person at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a quorum of the Board of Directors of the Corporation.

13.3 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Osceola County, Florida.

ARTICLE XIII

Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

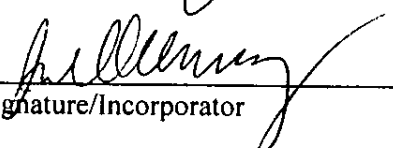
The undersigned incorporator has made and subscribed these Articles of Incorporation this 10th day of march, 2009.

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation, and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept, the duties and obligations of § 607.0505 of the Florida Statutes.

Done this 10th day of march, 2009.


Printed Name: JULIUS MELÉNDEZ, PRESIDENT


Signature/Incorporator