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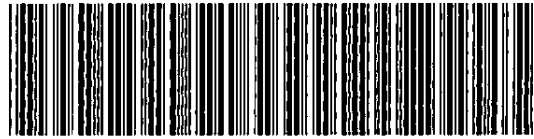
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Organization For The Protection Of Democracy In Nicaragua, 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:** Nestor Membreno  
Name (Printed or typed)

8441 SW 147 Place  
Address

Miami, Florida 33193  
City, State & Zip

305-385-0410  
Daytime Telephone number

nmembreno@gmail.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
Of  
ORGANIZATION FOR THE PROTECTION OF DEMOCRACY IN  
NICARAGUA, INC**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE I - NAME**

The name of the corporation is as follows:

Organization for the Protection of Democracy in Nicaragua, Inc

**ARTICLE II - PRINCIPAL OFFICE**

The principal street address and mailing address of the corporation are:

1651 West 37 Street, Suite 406  
Hialeah, Fl. 33012

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to protect democracy and democratic principles and to ensure a free and just society in Nicaragua. The corporation will achieve this purpose by providing education and support that encourages participatory and representative democracy and facilitate opportunities for all Nicaraguans and Nicaraguan-Americans, so they can make meaningful contributions in decision-making. The organization will actively involve in bringing together the civil society, non governmental institutions and community leaders to formulate public policy and their input and recommendations on economic, political, and social issues to consolidate the Nicaraguan democracy.

**ARTICLE IV - MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

There shall be a Board of Directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by the 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 Boards of Directors.

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TALLAHASSEE, FLORIDA

## **ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS**

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

Nestor Membreno - President & Executive Director

Rafael Rugama - Secretary

Amilkar Urroz - Treasurer

## **ARTICLE VI – POWERS**

- A. To exercise all rights and powers confer by the Laws of the State of Florida non profit corporation, 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, sale, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporation may be incorporated under the Florida Not for Profit Corporation Act., and any other successor or amendment to the Florida Not for Profit Corporation Act.
- C. To do any other things as are in incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation,

## **ARTICLE VII - DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE VIII - DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX – 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.

#### **ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address (P.O. Box NOT acceptable) of the registered agent is:

Nestor Membreno  
1651 West 37 Street, Suite 406  
Hialeah, Florida. 33012

#### **ARTICLE XI - INCORPORATOR**

The name and address of the Incorporator is:

Nestor Membreno  
1651 West 37 Street, Suite 406  
Hialeah, Florida. 33012

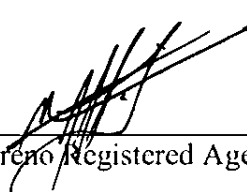
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#### **ARTICLE XII – Commencement of Corporate Existence**

The date when corporate existence shall commence is as of the date of filing.

In, witness, the undersigned incorporator has signed these articles of incorporation on July, 1, 2009.

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.

  
\_\_\_\_\_  
Nestor Membreno Registered Agent/Incorporator

7/1/09  
Date