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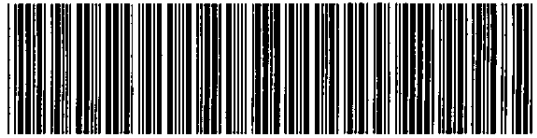
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 13 2009.

COVER LETTER

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

SUBJECT: PASOS de ESPERANZA FOUNDATION, INCORPORATED
(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: MICHAEL PORTER
Name (Printed or typed)

3332 NE 190TH STREET, 2910
Address

AVENTURA, FL 33180
City, State & Zip

917-254-1895
Daytime Telephone number

mporter@spgroupnyc.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
PASOS DE ESPERANZA FOUNDATION, INCORPORATED**

ARTICLE I

Name

The name of this corporation is Pasos de Esperanza Foundation, Incorporated and its principal place of business and mailing address shall be located at 3332 N.E. 190th Street, #2910, Aventura, FL 33180.

The place in this state where the principal office of the Corporation is to be located is Miami-Dade County.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. Said corporation is organized exclusively for charitable and educational, 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 the corresponding section of any future federal tax code, and not for pecuniary profit. The purposes of this corporation include providing assistance to children with cancer, illnesses and/or disabilities to improve their quality of life in Latin America. The fundamental goal will be to assist these children and their families to promote successful treatment and care for their illnesses and/or disabilities.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

ARTICLE IV

Powers and Limitations on Powers

Section 1. This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Section 2. 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 distributions in furtherance of the purposes set forth in Article III 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 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, 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. The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, and officers shall not be liable for the debts of the corporation.

ARTICLE V

Incorporators

The name and residence of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Porter	3332 N.E. 190 th St., #2910 Aventura, FL 33180

ARTICLE VI

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the charitable and educational purposes of the corporation and who meet such additional qualification as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner authorized by the Board of Directors.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the Bylaws of this corporation.

ARTICLE VII

Board of Directors and Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors, who shall serve without compensation. The Board of Directors shall consist of not less than three (3) or more than twelve (12) Directors. The Board shall have the authority to set the exact number of Board members as may be required from time to time.

Directors shall be removed in accordance with the procedure provided in the Bylaws.

Section 2. The names and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Porter	3332 N.E. 190 th St., #2910 Aventura, FL 33180
Mary Jo Porter	3332 N.E. 190 th St., #2910 Aventura, FL 33180
Richard Londono	3332 NE 190 th Street, #2910 Aventura, FL 33180

ARTICLE VIII

Officers

Section 1. The officers of this corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be set forth in the Bylaws.

Section 3. The names of the persons who are to serve as officers of the corporation until their successors are elected and qualified are:

President	Michael Porter
Secretary	Richard Londono
Treasurer	Mary Jo Porter

ARTICLE IX

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is 3332 N.E. 190th St., #2910, Aventura, FL 33180 and the name of this corporation's initial registered agent at such address is Michael Porter. Copies of all papers should also be sent to Vice President Richard Londano at 3332 N.E. 190th St., #2910, Aventura, FL 33180.

ARTICLE IX

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the corporation at least ten (10) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

ARTICLE XI

Term of Existence

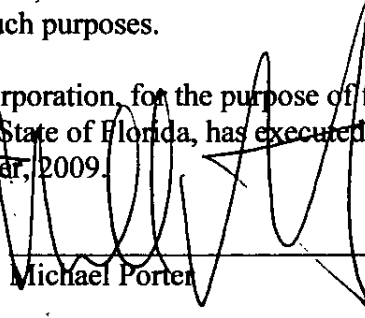
This corporation shall commence corporate existence upon the date of signing these Articles of Incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and Articles of Incorporation.

ARTICLE XII

Dissolution

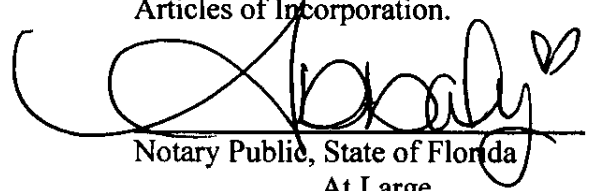
Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to Pasos de Esperanza Foundation, Incorporated, provided that it is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or Pasos de Esperanza Foundation Incorporated, is not exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue code of 1954 or corresponding provisions of any subsequent revenue laws), as may be selected by the President based on a recommended plan of disposition made by the last Board of Directors. None of the assets will be distributed to any members, directors, or officers of this corporation. Any such assets not so disposed, 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.

The undersigned, one of the incorporators of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of September, 2009.


Michael Porter (seal)

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MICHAEL PORTER, to me well known to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.


Notary Public, State of Florida

At Large

My Commission Expires: March 11 2013

NOTORIAL SEAL

