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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
12/16

## COVER LETTER

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

**SUBJECT:** HISPANIC-AMERICAN LEGAL & FINANCIAL AID FOUNDATION, 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:** GUSTAVO A. BASMESON

Name (Printed or typed)

16228 BRIDLEWOOD CIRCLE

Address

DELRAY BEACH, FLORIDA 33445

City, State & Zip

(305)300-4096

Daytime Telephone number

halpafidfoundation@gmail.com  
gustavobasmeson@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**

**HISPANIC-AMERICAN LEGAL & FINANCIAL AID FOUNDATION, INC.**

**FILED**

09 DEC 15 PM 3: 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a Non-Profit Corporation for the purposes hereinafter stated, under and pursuant to Chapter 617 of the Florida Statutes, do hereby declare as follows:

**I. NAME**

The name of the Corporation shall be **HISPANIC-AMERICAN LEGAL & FINANCIAL AID FOUNDATION, INC.**

**II. BUSINESS AND POWERS**

The Non-Profit Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida including but not limited to the following rights:

**SECTION A:** To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or nay state, territory, or possession thereof or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation laws if this state.

**SECTION B:** To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

**SECTION C:** To borrow or raise money without limit as to amount; to sell, create security interest in, pledge and otherwise dispose of and/or realize upon books of accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased of for any other of the objects or purposes of this Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Non-Profit Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms

as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any or all such bonds, debentures, notes or other obligations.

**SECTION D:** To lend money to other persons, partnerships, associations, and corporations, secure by mortgage or other lien on real estate, or pledge of security interest in personal property, or without security, but only to the extent permitted a business corporation under the non-profit corporation law of this state.

**SECTION E:** To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

**SECTION F:** To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interest in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein whosoever situated.

**SECTION G:** To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

**SECTION H:** To invest and deal with funds of this Non-Profit Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and,

while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

**SECTION I:** To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this Non-Profit Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

**SECTION J:** To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which the Non-Profit Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate.

**SECTION K:** From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Non-Profit Corporation or of any corporation in which or in the welfare of which the corporation has an interest, and those actively engaged in the conduct of this Non-Profit Corporation's business in the profits of the corporation and its legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expenses, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

**SECTION L:** To cause or allow the legal title, or any estates, rights, or interests in any property owned, acquired, controlled, or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this

Non-Profit Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this Non-Profit Corporation.

**SECTION M:** To carry on any of the business hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate and lawful enterprise in relation to the foregoing.

**SECTION N:** To have one or more offices and to do each and every thing necessary or proper for the accomplishments of one or more of the purposes or attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the Corporation not for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be help to limit or restrict in any manner any other business or power of said Corporation.

### **III. PURPOSE**

The specific and primary purposes for which this Corporation is formed are:

- (a) In partnership with Law Schools and State Bar Associations to provide Legal Counseling and representation "free of charge" to indigents and Hispanic American living in the United States to provide services to low-income individuals facing financial problems and assist them in determining what is necessary to address those problems and what steps are necessary to avoid future financial hardships. To make grants to or for charitable and educational organizations to provide legal assistance to indigents in the field of bankruptcy law.
- (b) In partnership with MBA programs in Finance to provide financial counseling "free of charge" to indigents and Hispanic Americans living in the United States.

© To provide paralegal services at no cost to a community in need; together with a message that will improve their lives.

(d) To provide free foreclosure assistance information & guidance provide direction to government & private programs.

(e) To make grants to or for charitable and educational organizations for any charitable or educational purpose to improve the lives of Hispanic American living in the United States.

(f) In partnership with American Corporations and individuals, to provide nutritious food and temporary housing for displaced Hispanic Americans in other to counter issues attributed to hunger and homelessness.

Said corporation is organized exclusively for charitable, educational, civic and professional purposes as set forth in section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The corporation shall have all powers as provided in Section 617.0302, Florida Statutes (1997) and as subsequently amended unless otherwise prohibited in these Articles of Incorporation Bylaws.

Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

#### **IV. USE OF PROCEEDS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, 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 Articles III hereof. No substantial part of the activities 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, 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.

#### **V. MINIMUM CAPITAL**

The amount of capital with which this Corporation will begin business shall not be less than one hundred (\$100.00) dollars.

#### **VI. TERM OF EXISTENCE**

This corporation shall have a perpetual existence.

#### **VII. PRINCIPAL OFFICE**

The principal office or place of business of the Corporation shall be located at 16228 Bridlewood Circle, Delray Beach, Florida 33445

#### **VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9).

#### **IX. INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their



successors are elected and shall have qualifies are:

NAME and ADDRESS:

Gustavo A. Basmeson  
16228 Bridlewood Circle  
Delray Beach, FL 33445

Melba R. Basmeson  
16228 Bridlewood Circle  
Delray Beach, FL 33445

Corinne Basmeson  
16228 Bridlewood Circle  
Delray Beach, FL 33445

Gustavo A. Basmeson II  
16228 Bridlewood Circle  
Delray Beach, FL 33445

The Corporation shall have BOARD OF DIRECTORS who shall be elected (and may be removed) by Voting Members, and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights a privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member are as follows:

**X. INCORPORATORS**

NAME and ADDRESS:

Gustavo A. Basmeson  
16228 Bridlewood Circle  
Delray Beach, FL 33445

**XI. MANAGEMENT**

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the law of the State of Florida including, without limitation, the power:

**SECTION A:** To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly prohibited by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

**SECTION B:** To make, alter, and repeal By-Laws of the Non-Profit Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

**SECTION C:** To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open

to the inspecting of the members, and no member shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida.

**SECTION D:** To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

**SECTION E:** To make lawful disposition of any paid-in capital or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

**SECTION F:** From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change one or more plan or plans for:

1) The participation by any or all of the employees, officers, or Directors of the Non-Profit Corporation, or of any subsidiaries in the profits of the Non-Profit Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Non-Profit Corporation, of insurance against accident, sickness or death, pensions during old age, disability, or unemployment, or retirement benefits/

**SECTION G:** From time to time to authorize and issue obligations of the Non-Profit Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination, convertability, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging of, as security thereof, any part of all the property of the Non-Profit Corporation, real or personal, including after acquired property.

## **XII. INDEBTEDNESS**

The highest amount of indebtedness or liability to which this Non-Profit Corporation may at any time, subject itself to is unlimited.

### **XIII. DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed 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 country 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 purpose.

The Corporation is organized (and shall be operated) on a nonstick basis within the meaning of the Florida Non For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certification if so provided in the bylaws.

### **XIV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Non-Profit Corporation is 16228 Bridlewood Circle, Delray Beach, FL 33445 and the name of the initial registered agent of this Non-Profit Corporation is MELBA R. BASMESON.

### **XV. CONFLICT OF INTEREST POLICY**

#### **Article I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Article II**

### **Definitions**

#### **1. Interested Person**

Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Article III**

### **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternative to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflict of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statement**

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organization conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and does not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

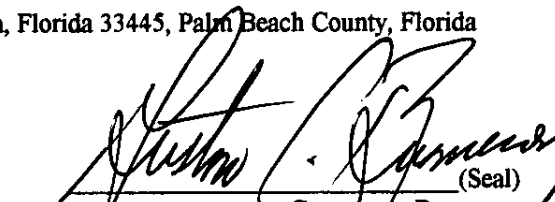
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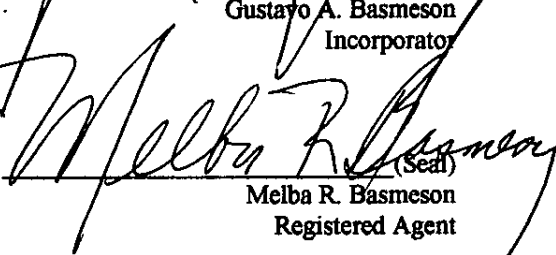
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**XVI. EFFECTIVE DATE**

The effective date of this Non-Profit Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

**IN WITNESS WHEREOF**, I have made, subscribed and acknowledged these Articles of Incorporation at 16228 Bridlewood Circle, Delray Beach, Florida 33445, Palm Beach County, Florida this 11 day of December, 2009


  
(Seal)  
Gustavo A. Basmeson  
Incorporator

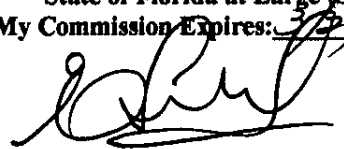
  
(Seal)  
Melba R. Basmeson  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11 day of DECEMBER 2009, by Gustavo A. Basmeson and Melba R. Basmeson, who are personally known to me or whom have produced FLORIDA D/L as identification and who did take an oath.  
FLORIDA D/L

**NOTARY PUBLIC:**  
ELIZABETH SOLIS  
Notary Public - State of Florida  
My Comm. Expires Mar. 2, 2013  
Commission # DD 866084  
Bonded Through National Notary Assn.

SIGN:   
PRINT: State of Florida at Large (Seal)  
My Commission Expires: 3/2/13





**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

**FILED**  
09 DEC 15 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with  
said Act:

First, that HISPANIC-AMERICAN LEGAL & FINANCIAL AID FOUNDATION, INC., desiring  
to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation, 16228 Bridlewood Circle, Delray Beach, FL 33445. has named MELBA R.  
BASMESON, as its agent whose office address is 16228 Bridlewood Circle, Delray Beach, FL 33445,  
to accept service of process within this state.

Having been named to accept service of process for the above-stated Non-Profit Corporation, at place  
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.



MELBA R. BASMESON  
Registered Agent