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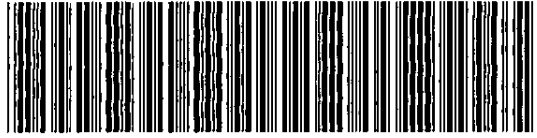
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 FEB -5 PM 4:01

APPROVED
AND
FILED

VN

COVER LETTER

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

SUBJECT: UNION NICARAGUENSE AMERICANA, CORP.
(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: ADALILA SCHNEIDER
Name (Printed or typed)

345 CORYDON DRIVE
Address

MIAMI SPRINGS, FL 33166
City, State & Zip

(786) 286-7792
Daytime Telephone number

adalilas@yahoo.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
UNION NICARAGUENSE AMERICANA, CORP.**

APPROVED
AND
FILED

10 FEB -5 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be:

UNION NICARAGUENSE AMERICANA, CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**345 Corydon Drive
Miami Springs, Florida 33166**

ARTICLE III - CORPORATE NATURE

This is a non-profit corporation, organized for general community programs and developmental purposes in the areas of social integration, education, and culture pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617, Florida Statutes.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - PURPOSE

The Corporation has the specific purposes of developing and implementing community action programs oriented to the promotion of social integration and economic development and services to all levels of the society and from all levels and low income families, as well as other developmental and assessment services to strengthen, support, and assist them in the achievement of their cultural and health-oriented goals, as well as promoting values and principles appropriate for the enhancement of the American cultural values. The Corporation shall also perform any lawful business for which non-profit organizations may be incorporated under the Florida Statutes.

ARTICLE VI - MEMBERS

The Corporation shall have members. Membership shall be open to all those persons interested in the corporate purpose. Persons meeting such qualifications shall become regular members after obtaining

approval from the Board of Directors and declaring their intentions to abide by these articles of incorporation and the By-Laws. The By-Laws will further regulate the membership. The Board of Directors may, from time to time, admit sponsoring members, granting such status to any natural or legal person for their continued support to the causes and purposes of the Corporation. It may also appoint Honorary Members, granting such status to people for their services to the Corporation. Sponsoring Members and Honorary Members do not have to meet the qualifications of regular Members who are the only ones with voting rights.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors.

The Powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) but no more than ten (10) persons. The Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) Director. The Directors named herein as the first Board of Directors shall hold office until the first monthly meeting of the Board that will be held once the Corporation be duly incorporated in the State of Florida, at which time appointments of Directors shall be held. The method of election of directors is by the majority of vote of the full Board and members of record. Then on, the Directors shall be elected at the first annual meeting, and at all times thereafter shall serve for a term of one (1) year until the annual meeting following the appointment of Directors and until qualification of the successors in office. Annual meetings shall be held at Miami, Florida, on the fifth of March of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Vacancies on the board and new positions created by increasing the number of Directors may be filled by a vote of the majority of the remaining Directors even though they may constitute less than a majority of the full Board.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of

Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

NAME:	ADDRESS:
Adalila Schneider	345 Corydon Drive Miami Springs, Florida 33166
Esperanza Cuevas	6640 S.W. 40 Street Miami, Florida 33155
Ana, Abaunza	7429 S.W. 106 Court Miami, Florida 33173
Armando Salazar	6212 S.W. 107 Avenue Miami, Florida 33173
Roger Castano	5601 S.W. 1 Street Coral Gables, Florida 33134

B. Corporate Officers

The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to appoint from time to time. Initially, such officers shall be appointed at the first monthly meeting of the Board of Directors.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The address of the Corporation' Registered Office shall be 345 Corydon Drive, Miami Springs, Florida 33166, and the name of the Registered Agent at said address shall be Adalila Schneider.

ARTICLE IX - EFFECTIVE DATE

The effective date for the Corporation to perform its purpose and any lawful business for which non-profit organizations may be incorporated under the Florida Statutes shall be February 4, 2010.

ARTICLE X - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure the benefit of, or be distributable to its members, directors, 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 V hereof.

- B. 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 any candidate for public office.
- C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)
- D. Notwithstanding any provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INCORPORATORS

The name and residence addresses of the Incorporators of this Corporation are as follows:

NAME:

ADDRESS:

Adalila Schneider

345 Corydon Drive
Miami Springs, Florida 33166

Armando Salazar

6212 S.W. 107 Avenue
Miami, Florida 33173

ARTICLE XIII - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not-For-Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.



ARTICLE XIV - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to community, educational, cultural and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private individual.

ARTICLE XV - AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this Corporation.

We, the undersigned, being the Incorporators of this Corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida, have executed these Articles of Incorporation, this 3rd day of February of 2010.

NAME	SIGNATURE	DATE
Armando Salazar		<u>FEB 103/10</u>
Adalila Schneider		<u>02/03/10</u>

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby 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/Registered Agent

02/03/2010
Date

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA