

N 10000001642

Novela + Associates, P.A.
(Requestor's Name)

1390 Brickell Ave
(Address)

Suite 200
(Address)

Miami, FL 33131
(City/State/Zip/Phone #)



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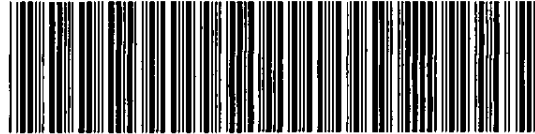
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**ARTICLES OF INCORPORATION
OF
Hispanic Food & Beverage Foundation, Inc.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

Hispanic Food & Beverage Foundation, Inc., a Florida not-for-profit corporation (hereinafter, the "Corporation").

**ARTICLE II.
ENABLING LAW**

The Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

**ARTICLE III.
PURPOSES AND POWER**

The purposes for which the Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of the Corporation.

C. The Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

D. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Corporation.

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**ARTICLE IV.
MEMBERSHIP**

The Corporation shall have no capital stock. The Corporation shall have Directors with such rights as provided in the By-Laws of the Corporation.

**ARTICLE V.
TERM**

The Corporation shall have perpetual existence and its existence shall commence at the date and time of filing of the Articles of Incorporation with the Department of the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time as set forth in the By-Laws. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

Miguel Alvarez	501 NW 37th Avenue, Miami, FL 33125
Luis Parga	3595 NW 125th Street Miami, FL 33167
Narciso Macia	3595 NW 125th Street Miami, FL 33167

The Corporation may also have a non-voting Honorary Board, or other advisory Boards, as set forth in the Bylaws.

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**ARTICLE VII.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Novela & Associates, P.A.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

**ARTICLE VIII
INITIAL OFFICERS**

The Corporation shall have a President, Vice-President, Secretary, and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Corporation. The names of the officers who are to serve until the first election are:

Miguel Alvarez	President
Luis Parga	Vice President
Carlos Ramirez	Secretary and Treasurer

**ARTICLE IX
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Daniel Novela
Novela & Associates, P.A.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

**ARTICLE X.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

501 NW 37th Avenue Miami, FL 33125

**ARTICLE XI.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE XII
DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Corporation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 

Daniel Novela
Novela & Associates, P.A.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

By: 

Daniel Novela
Novela & Associates, P.A.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

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