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12/02/09--01017--009 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 DEC -2 PM 2:50

J 2/26/10

COVER LETTER

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

SUBJECT: Gables Hispanic Cultural 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: Emilio Sauma, Jr.
Name (Printed or typed)

13701 SW 66 Street Suite B-206
Address

Miami, Florida 33183
City, State & Zip

(305) 302-9750
Daytime Telephone number

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

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 FEB 25 AM 11:46

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 8, 2010

EMILIO SAUMA, JR.
13701 SW 66 STREET
SUITE B-206
MIAMI, FL 33183

SUBJECT: GABLES HISPANIC CULTURAL FOUNDATION, INC.
Ref. Number: W10000000923

We have received your document for GABLES HISPANIC CULTURAL FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 110A00000642

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 JAN -7 AM 11: 57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 3, 2009

EMILIO SAUMA, JR.
13701 SW 66 STREET
SUITE B-206
MIAMI, FL 33183

SUBJECT: GABLES HISPANIC CULTURAL FOUNDATION
Ref. Number: W09000052720

We have received your document for GABLES HISPANIC CULTURAL FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **if a 2010 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

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DIVISION OF CORPORATIONS
2009 DEC -2 PM 2: 50

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 209A00037063

EFFECTIVE DATE

01/02/10

ARTICLES OF INCORPORATION

OF

GABLES HISPANIC CULTURAL FOUNDATION, INC.

A NON-PROFIT CORPORATION

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DIVISION OF CORPORATIONS

2009 DEC -2 PM 2: 50

We, the undersigned incorporator(s), in order to form a non-profit corporation under Chapter 617 of the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation is **Gables Hispanic Cultural Foundation, Inc.**
Corporation address: 13701 SW 66 Street Suite B-206 Miami, FL 33183

TWO: The name and address of the registered agent of this corporation is:

Emilio Sauma Jr. 13701 SW 66 Street Suite B-206 Miami, FL 33183

THREE: The effective date of this Articles of Incorporation will be January 2nd, 2010

FOUR: Purpose of the **Gables Hispanic Cultural Foundation, Inc.**

The Corporation is organized exclusively for charitable and educational purposes, including the undertaking of programs and activities designed to enhance the cultural Heritage and social wellbeing of families, children and youth of Miami Dade County. To this end, the corporation will develop programs, events and provide services that give families living in Miami Dade County, opportunities that will enhance the ability of the children and families to enhance their cultural Heritage and became socially enriched; will develop groups and partner with community agencies and the art community to bring resources targeting especially but not exclusively families living in Miami Dade County.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

FIVE: The number of directors of this corporation shall not be less than three nor more than seven. Their names and address are as may from time to time be specified in resolutions of appointment authorized by the Board of Directors.

The names and addresses of the initial Board of Directors are:

Emilio Sauma, Jr., 13701 SW 66 Street Suite B-206 Miami, FL 33183
Berta Bravo. 485 Biltmore Way Coral Gables, FL 33134
Magali R Abad, 2430 SW 18 Street Miami, FL 33145

SIX: The name and addresses of the incorporators of this corporation are:

Emilio Sauma, Jr., 13701 SW 66 Street Suite B-206 Miami, FL 33183
Berta Bravo. 485 Biltmore Way Coral Gables, FL 33134
Magali R Abad, 2430 SW 18 Street Miami, FL 33145

The powers of the incorporator shall terminate upon issuance of a charter by the State of Florida.

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: The Corporation is not a membership organization nor is it an institution of higher learning within the meaning of Florida State law.

NINE: The activities and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected at the annual meeting of the corporation and in the manner as may be specified in the Bylaws. Officers, directors and Board members shall serve in their respective offices until their successors are duly qualified and seated in the manner specified in the Bylaws. The Board of Directors, Officers and Directors shall take and sign an oath affirming their allegiance to serving the public interest and exempt purposes of the corporation.

The officers of the Board shall be a President, Vice-President, Secretary/Treasurer and such subordinate officers as the Board may designate or as specified in the Bylaws. A majority of the Board shall constitute a quorum to conduct business. The Officers of the corporation shall constitute the Executive Committee of the corporation and manage the day to day affairs of the corporation subject to any limitations contained in the Bylaws. The Executive Committee may have the authority to affix the seal of the corporation to official documents. The Board of Directors is expressly authorized to amend the Articles of Incorporation and to make, amend or repeal the Bylaws of the corporation provided that such changes shall not be contrary to any state or federal governmental ruling concerning the exempt status of the corporation. In addition to the powers and authorities conferred by these Articles of Incorporation, the Board of Directors shall have and exercise those powers which may be conferred by the Florida Non-Profit Corporation Act.

TEN: The Board of Directors shall not authorize loans to themselves or to any officer or director of the corporation. No funds of the corporation shall be expended unless authorized by an officer of the corporation. Checks shall not be drawn to any individual or corporation unless supported by invoices, orders or other supporting documentation. The Bylaws of the corporation shall specify the scope and manner in which policies and procedures for the management of the corporation shall be developed.

ELEVEN: The corporation is authorized to apply for and accept grants, contracts, cooperative agreements, loans and donations from government agencies, foundations, corporations and individuals. The corporation is also authorized to enter into agreement and memorandums of understanding with governmental organizations, foundations, corporations and other non profit organizations provided that such instruments are in furtherance of the corporation's exempt purposes.

TWELVE: The meetings of the corporation may be held within or outside of the State of Florida. Meetings may be held in person or via telephone conference or via the internet. The books of account shall normally be kept in the State of Florida but may be kept at other locations if approved by the Board.

THIRTEEN: The officers and directors of the corporation shall not be liable to the corporation for monetary damages for a breach in fiduciary duties unless the breach involves (1) a matter of loyalty to the corporation; (2) acts or omissions not in good faith, or that involve intentional misconduct or knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

FOURTEEN: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or

more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

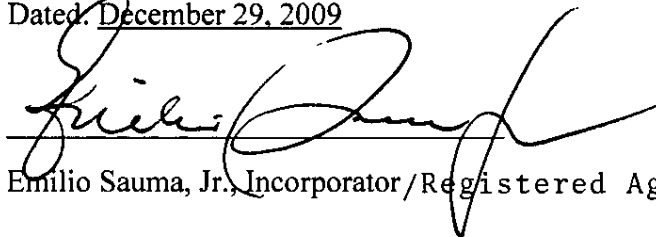
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

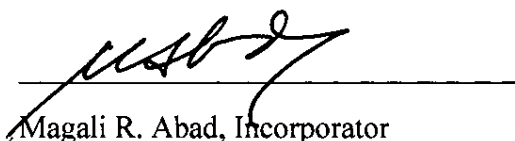
In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: December 29, 2009


Emilio Sauma, Jr., Incorporator/Registered Agent


Berta Bravo, Incorporator


Magali R. Abad, Incorporator

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