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FLORIDA PROFIT/NON PROFIT CORPORATION  
NATIONAL HISPANIC LANDSCAPE ALLIANCE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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10 OCT 22 PM 2: 56

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NATIONAL HISPANIC LANDSCAPE ALLIANCE, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be:

NATIONAL HISPANIC LANDSCAPE ALLIANCE, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of National Hispanic Landscape Alliance, Inc. (the "Corporation") is:

2333 Ponce De Leon Blvd., Suite 302  
Coral Gables, Florida 33134

**ARTICLE III. PURPOSE(S)**

The Corporation shall be organized as a trade association under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code").

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the Bylaws.

**ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1.** Terms used in this Article V shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

**Section 2.** Except as may otherwise be provided herein, the corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or

successor section, indemnify any officer, director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, director, employee or agent if a judgment, settlement or other final adjudication establishes that the acts on which a proceeding specified in (a) or (b) is based and in which the officer, director employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(a) a violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly;

(c) in the case of a director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

(d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article V and despite any contrary determination of the Board of Directors, an officer, director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4. It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, director, employee or agent if (i) the officer, director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article V; or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article V.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, director, employee or agent under any Bylaw, agreement, vote of shareholders, or disinterested directors, or otherwise, both as to actions of such officer, director, employee or agent in his or her official capacity and as to actions in another capacity while holding such officer.

**Section 5.** Any indemnification under this Article V shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article V. Such determination shall be made.

(a) By the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b); or

(ii) If a quorum of the directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal

counsel selected by a majority vote of the full Board of Directors (in which event directors who are parties may participate); or

(d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

**Section 6.** Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article V.

**Section 7.** Indemnification and/or advancement of expenses as provided in this Article V shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article V shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Sanchez-Medina, Gonzalez, Quesada, Lage, Crespo, Gomez & Machado LLP  
2333 Ponce de Leon Blvd., Suite 302  
Coral Gables, Florida 33134  
Attn: Roland Sanchez-Medina, Jr.

#### **ARTICLE VII. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Roland Sanchez-Medina, Jr.

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Sanchez-Medina, Gonzalez, Quesada, Lage, Crespo, Gomez & Machado LLP  
2333 Ponce de Leon Blvd., Suite 302  
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

**ARTICLE VIII. DISSOLUTION OF THE CORPORATION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

  
Signature/Incorporator

10/22/2010  
Date

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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

10/22/2010  
Date