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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MTD 3/2

## COVER LETTER

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

**SUBJECT: JUSTICIA CURZANDO FRONTERAS P.A.**  
(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: FRANCISCA GONZALEZ IZAQUIRRE DE SCHELL  
Name (Printed or typed)

9851 Daphne Ave.  
Address

Palm Beach Gardens, FL 33410  
City, State & Zip

~~FRANCISCA GONZALEZ IZAQUIRRE DE SCHELL~~

**frances.schell@gmail.com**

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 4, 2011

FRANCISCA GONZALEZ IZAQUIRRE DE SCHELL  
9851 DAPHNE AVENUE  
PALM BEACH GARDENS, FL 33410

SUBJECT: JUSTICA CRUSANDO FRONTERAS, A.P.  
Ref. Number: W11000007014

We have received your document for JUSTICA CRUSANDO FRONTERAS, A.P. 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 may file only one (1) set of articles. You can file either the short form or the long form.

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 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: 111A00003063



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 22, 2011

FRANCISCA GONZALEZ IZAQUIRRE DE SCHELL  
9851 DAPHNE AVENUE  
PALM BEACH GARDENS, FL 33410

SUBJECT: JUSTICA CRUSANDO FRONTERAS, A.P.  
Ref. Number: W11000007014

We have received your document for JUSTICA CRUSANDO FRONTERAS, A.P. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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: 011A00004462

ARTICLES OF INCORPORATION  
OF  
JUSTICIA CRUSANDO FRONTERAS, INC  
A FLORIDA NONPROFIT CORPORATION

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11 FEB 25 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation ("Corporation") is: JUSTICIA CRUSANDO FRONTERAS, INC

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business of the Corporation shall be 9851 Daphne Ave., Palm Beach Gardens, FL 33410. The mailing address of the Corporation shall be 9851 Daphne Ave., Palm Beach Gardens, FL 33410.

ARTICLE III  
TERM OF EXISTENCE

The term of existence of the Corporation is perpetual.

ARTICLE IV  
PURPOSES

The purposes for which the Corporation is organized shall be to provide certain services to Mexico-based migrant workers and Mexican nationals including, but not limited to (i) educating low-wage (indigent) Mexico-based migrants workers about their legal rights in connection with their employment in the United States, (ii) educating Mexican consular officers, government officials, and non-governmental organizations such as human rights groups about U.S. laws, regulations, and policies regarding labor rights and immigration issues, (iii) acting as intermediary facilitating access to legal and social services providers for Mexico-based migrants and their family members free of charge, (iv) in conjunction with other law firms, providing direct legal services free of charge to Mexican nationals in employment and civil rights cases in those instances where the Corporation has special expertise or resources, and (v) following developments and acquiring expertise in transnational labor issues, particularly those related to guest worker programs, and providing policy analysis and recommendations to Mexican and U.S. policy makers and workers advocacy groups. In furtherance of these purposes, the

Corporation will work toward the following charitable purposes: (i) relief of the poor and underprivileged, (ii) elimination of discrimination, (iii) defense of human and civil rights secured by law, and (iv) maintaining a public interest law firm.

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gift, bequest or devise from any person, firm or corporation, to be utilized in furtherance of the objects and purposes of this Corporation: to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided, however, that gifts shall be subject to acceptance by the Board of Directors and required by the by laws.
- (b) To establish a fully equipped office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes
- (d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- (e) To purchase, acquire, own, hold, guarantee, sell assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase acquire, own, hold, sell transfer, mortgage, or otherwise dispose of and deal in real estate; and, as owner of any such real or personal property, to exercise all the rights, powers, privileges of ownership.
- (f) To contract and be contracted with, and to sue and be sued.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit," if desired and deemed necessary; but this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specified objects and powers enumerated herein shall not be held to limited or restrict in any manner the general powers of the Corporation.
- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

- (k) The activities of the Corporation shall be consistent with Section 501©(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V  
MEMBERSHIP

The Corporation shall not be a membership organization. The manner in which the directors/board members are elected or appointed is set forth in the By-Laws.

ARTICLE VI  
OFFICERS AND DIRECTORS

- A. The affairs and business of the Corporation shall be administered by a Board of Directors consisting of not less than three (3) nor more than five (5) members and such additional ex officious members as herein designated. The bylaws shall prescribe the number and manner of election of the members of the Board of Directors and their respective terms of office. The Board of Directors shall be empowered to carry into execution the policies of the Corporation.
- B. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers, as the Board of Directors shall form time to time designate, all of whom shall also serve, ex officio, as members of the Board of Directors. Except as hereinafter provided, the Board of Directors shall elect the officers as stated in the bylaws. If the President resigns, dies or becomes permanently unable to service or is removed from office, the Vice President shall automatically succeed to the office of President for the balance of the President's term. Should the Board of Directors declare a vacancy in any office, such vacancy shall be filled by a majority vote of the Board of Directors. All officers shall hold office until their successors are elected ad qualified.

ARTICLE VII  
REGISTERED AGENT

The registered office of the Corporation is located at 9851 Daphne Ave., Palm Beach Gardens, FL 33410. The registered agent of the Corporation at that address is Francisca (Frances) Schell, MA and her address is 9851 Daphne Ave., Palm Beach Gardens, FL 33410.

ARTICLE VIII  
DIRECTORS' AND OFFICERS  
COMPENSATION AND INDEMNIFICATION

- A. Compensation. A director of the Corporation shall receive a salary, and be paid a reasonable fee for attending meetings, be provided equipment, hardware/software as needed to fulfill their duties, as approved by the

Board of Directors. An officer of the Corporation shall not initially receive compensation, directly or indirectly, for services as officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services tendered in other capacities. In the future, should the officers receive any compensation, the compensation shall include equipment, hardware/software, shall be reasonable and shall be paid in return for the services related to the tax-exempt purposes of the Corporation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advance made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

- B. Indemnification. In accordance with the provisions of the bylaws, every director and officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation..

#### ARTICLE IX NONPROFITARY LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, directors or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

#### ARTICLE X DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall determine, after paying or making provision for the payment of all of the liabilities of the Corporation and complying with all contractual obligations of the Corporation, dispose of all the assets of the Corporation by transferring such assets to such organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities of the type described in Article IV above. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county 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 purposes.



BYLAWS AMENDMENTS

The power to alter, amend or repeal the bylaws of the Corporation shall be vested in the Board of Directors in accordance with the provisions of the bylaws.

ARTICLE XII  
(Officers)

The officers of the Corporation shall be a President, Frances Schell, Vice President, Sandra A. Morris, a Secretary, Martha Vergara and a Treasurer, Cindy M. Aguilar

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11 FEB 25 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XIII  
INCORPORATOR

The name and address of the person signing these Articles is:

Francisca(Frances) Schell  
9851 Daphne Ave.  
Palm Beach Gardens, FL 33410

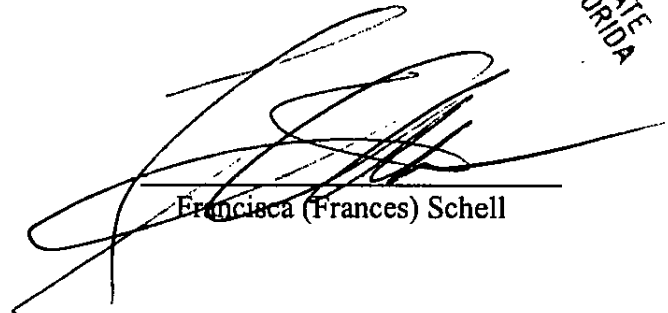
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 22<sup>nd</sup>, day of January 2011.

  
Francisca (Frances) Schell

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Justicia: Cruzando Fronteras, INC., place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

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TALLAHASSEE, FLORIDA



Francisca (Frances) Schell