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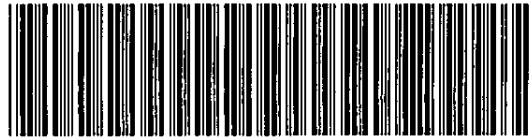
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
3/13/12

Alicia Hancock Apfel, Esq.
774 NE 71 Street
Miami, Florida 33138

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: Filing Department – Articles of Incorporation

RE: Articles of Incorporation for National Council of La Raza Action Fund, Inc.

VIA UPS OVERNIGHT

March 8, 2012

Dear Filing Department:

Please find enclosed executed Articles of Incorporation and Acceptance of Registered Agent for submission to the Florida Department of State, Division of Corporations. We appreciate your service in processing the enclosed so that the Articles will be deemed effective as soon as possible.

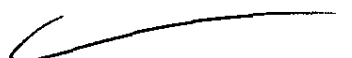
We also would like a certified copy of the Articles returned to us at the following address:

774 NE 71 Street
Miami, Florida 33138

Enclosed is a check for \$78.75 to cover the filing cost of the Articles, Acceptance of Registered Agent and the certified copy.

Should any problem arise with this filing request, please contact me immediately at (786) 512-4706.

Sincerely,


Alicia Hancock Apfel, Esq.

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**ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL OF LA RAZA ACTION FUND, INC.**

ARTICLE I: NAME

The name of the corporation shall be: National Council of La Raza Action Fund, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
2915 Biscayne Blvd, Suite 210 Miami, Florida 33137

ARTICLE III. PURPOSE

The Corporation is organized for and shall be operated exclusively to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). The Corporation's primary purposes shall include, but are not limited to, empowering Hispanic individuals and communities to engage in civic and democratic processes and to identify and articulate issues of concern; educating individuals and communities on matters of concerns to Hispanics, and advancing federal, state and local legislative and regulatory policies.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively not-for-profit purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, codifying the Florida Not for Profit Corporation Act, as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

The Corporation shall have at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. All corporate power shall be exercise by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Directors of the Corporation. The Corporation's Bylaws may provide for members; however the Directors shall have sole voting power.

ARTICLE VI. INITIAL REGISTERED AGENT

The address, including street and number, of the initial registered office of the Corporation is: 774 NE 71st Street, Miami, Florida 33138. The initial registered agent at such address is Alicia Hancock Apfel, Esq. The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.

ARTICLE VII. REGULATION OF AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(4) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation.

D. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

Alicia Hancock Apfel, Esq.
774 NE 71st Street
Miami, Florida 33138

IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this day of March 2012.

[Signature]
Witness

[Signature]
Alicia Hancock Apfel, Esq., Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent

Dated this 2nd day of March, 2012

By: _____



Alicia Hancock Apfel, Inc.

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