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DIVISION OF CORPORATIONS
12 MAR 29 PM 4: 07

for 3/30/12

COVER LETTER

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

SUBJECT: LOS HIJOS DE NICARAGUA, 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: Richard A. Bruner, Jr., Esq.
Name (Printed or typed)

1525 International Parkway
Address

Lake Mary, FL 32746
City, State & Zip

(407) 444-1004
Daytime Telephone number

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

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

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**ARTICLES OF INCORPORATION
OF
LOS HIJOS DE NICARAGUA, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

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DIVISION OF CORPORATIONS

12 MAR 29 PM 4: 07

The undersigned Incorporator, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be: LOS HIJOS DE NICARAGUA, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation is: 12879 SW 65th Terrace, Miami, Florida 33183.

ARTICLE III: INITIAL REGISTERED AGENT

The street address of the initial Registered Office of the Corporation is 1525 International Parkway, Suite 4071, Lake Mary, Florida 32746, and the name of its initial Registered Agent at that address is Richard A. Bruner, Jr., Esq.

ARTICLE IV: MEMBERS

The Corporation will have one or more classes of members, who will be admitted in the manner as set forth in the Bylaws. The members will have the rights and privileges that are set forth in the Bylaws. The Corporation will not issue shares of stock.

ARTICLE V: NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation. No part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code.

ARTICLE VI: CORPORATE EXISTENCE

The corporation shall have perpetual duration.

ARTICLE VII: PURPOSES

The Corporation is organized and will be operated exclusively for charitable and educational purposes, including but not limited to the following:

- a) Providing relief for the poor, the distressed, and the underprivileged people located in Nicaragua.
- b) *Eliminating prejudice and discrimination in Nicaragua.*
- c) Defending human and civil rights secured by law in Nicaragua.
- d) Sponsoring, organizing, administering, and providing conferences, seminars, workshops, forums, lectures, classes, publications, websites, and other educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

ARTICLE VIII: POWERS

Solely for the foregoing purposes, the Corporation will have the following powers:

- a) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- b) To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Act.
- c) To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

ARTICLE IX: LIMITATION

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation will 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 Article VII (Purposes) of these Articles.

ARTICLE X: TAX-EXEMPT STATUS

It is intended that the Corporation has, and will continue to have, the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation will 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. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a Court of competent jurisdiction 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 the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: BOARD OF DIRECTORS

There will be a Board of Directors consisting of at least three individuals. The method of election of directors shall be stated in the Bylaws of the Corporation. The names and addresses of the initial Directors are as follows:

Ligia Alvarado
12879 SW 65th Terrace
Miami, FL 33183

Jimmy Calderon
8317 Amber Oak Dr.
Orlando, FL 32817

Norman Telleria
8745 SW 152 Avenue
Miami, FL 33193

Silvio Morraz
23101 SW 120 Avenue
Miami, FL 33170

ARTICLE XIII: OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and any other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such a time, and in such a manner, as may be prescribed by the Bylaws or by law.

ARTICLE XIV: INCORPORATOR

The name and street address of the Incorporator is as follows: Richard A. Bruner, Jr., Esq., 1525 International Parkway, Suite 4071, Lake Mary, Florida 32746.

ARTICLE XV: BYLAWS

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws.

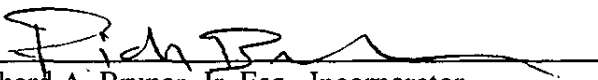
ARTICLE XVI: AMENDMENT

The voting members may amend these Articles of Incorporation in the manner provided by the Florida Not-for-Profit Corporation Act, except that any amendment will require two-thirds ($\frac{2}{3}$) affirmative vote at a meeting at which at least twenty-five percent (25%) of all voting members are present.

ARTICLE XVII: INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation will indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Florida Statutes and other similar laws.

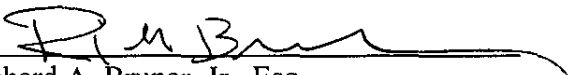
IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on March 26, 2012.


Richard A. Bruner, Jr. Esq., Incorporator
1525 International Parkway, Suite 4071
Lake Mary, FL 32746

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service 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 obligation as of my position as registered agent.

Dated: March 26, 2012


Richard A. Bruner, Jr., Esq.
Registered Agent for Los Hijos De Nicaragua, Inc.

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