

Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
DEMOCRACIA VIRTUAL & VIRTUAL DEMOCRACY, INC.**

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**ARTICLES OF INCORPORATION OF  
DEMOCRACIA VIRTUAL & VIRTUAL DEMOCRACY, INC.  
A FLORIDA NONPROFIT CORPORATION**

Articles of incorporation of: **DEMOCRACIA VIRTUAL & VIRTUAL DEMOCRACY, INC.** The undersigned, desiring to form a Non-Profit Corporation under Chapter §617, Florida Statutes, the Non-Profit Corporation law of the State of Florida, do hereby certify:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be: **DEMOCRACIA VIRTUAL & VIRTUAL DEMOCRACY, INC.**

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for educational, benevolent, civil, eleemosynary, charitable, and religious purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes. The initial principal office of the company shall be: 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178

**ARTICLE III  
EFFECTIVE DATE AND DURATION**

This corporation shall have perpetual existence beginning on:  
**Date of incorporation.**

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSE**

The specific and primary purposes for which the corporation is formed are:  
Exclusively for charitable, religious, educational, cultural, social, and patriotic, and civil purposes more specifically as follows:

**JORGE E. BLANCO, P.A.  
1401 Ponce De Leon Blvd., #202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807  
Electronic mail Address: jorgeblancolaw@bellsouth.net**

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a) To promote, encourage, develop, foster and raise awareness in the local, national and international communities, of the plight of Venezuelan citizens, politically repressive movements, social inhibition activities, informational restrictions, and human rights violations ongoing in Venezuela and Latin America.

b) To develop, and encourage unity and organization in efforts to provide aid in all forms, whether medical, nutritional, economic, strategic, or otherwise, and to promote participation in programs to educate the Venezuelan youth about the proper way to develop leadership organizations, to crystallize and focus on social issues which will improve the conditions for all Venezuelan citizens.

c) To create, develop and implement programs to counsel and assist children, youth and adults in matters concerning changing and eliminating social ills, abuses, violence, and providing for educational programs fostering and encouraging democratic ideals, and the implementation and observation of international humanitarian standards for the treatment of dissidents to repressive governments.

d) To assist other institutions such as schools, churches, clinics, hospitals or other community institutions in the provision of assistance and support services to the underprivileged, oppressed and repressed youth of Venezuela, Cuba, and Latin America.

e) To assist, encourage and promote, unity of purpose and to procure economic assistance from public or private institutions, and private enterprises, in order to be able to properly and significantly assist repressed, and needy citizens of Venezuela, Cuba, and Latin America.

f) To create an information exchange network free from institutional controls to facilitate free, fair and open communication between Venezuela, the United States and the rest of the world.

g) To educate international humanitarian organizations of the conditions, and violations of international law for the treatment of dissidents in Venezuela, as well as informing those agencies of the repression of democratic ideals by governmental institutions in Venezuela.

h) To oppose human rights violations in Venezuela, Cuba, and Latin America and to organize and band together with other international human rights agencies and institutions to bring pressure to bear upon governments in violation of human rights standards, in order to foster respect and fairness, and preservation of the right of peaceful opposition and demonstration against repressive governments.

i) To promote free and unhindered exchange of information, in order to bring light to the abusive, aggressive, and violent actions of the government of Venezuela against student youth, and other opposition groups, and to encourage non-violent, and peaceful civil disobedience by providing guidance, counsel and planning to the efforts of the groups seeking basic freedoms such as freedom of expression, freedom of the press, freedom of peaceful assembly, and to petition the government for a redress of grievances, in Venezuela, Cuba, and elsewhere in Latin America.

j) To promote, and encourage free and democratic institutions in Venezuela through activities and initiatives to educate the populace on democratic ideals and protections, to promote individual rights and freedoms, and the protection of human rights.

k) To oppose oppressive and repressive practices and violation of human rights and basic freedoms.

l) To do anything necessary and proper for the accomplishment of the purposes for which the corporation is created.

This corporation may further describe the organizational vision, and expound on the specific purposes of this corporation by the creation of a mission statement to be elaborated by the Board of Directors, which will guide, and distinguish this corporation, and provide specific goals and standards by which progress will be measured.

This corporation shall be organized and operated exclusively for the above stated purposes, and for other non-profit purposes and no part of any net earning shall inure to the benefit of any private member.

#### ARTICLE V

##### MANAGEMENT OF CORPORATE AFFAIRS

a) **BOARD OF DIRECTORS-** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation shall be no more than twelve (12), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal address of the corporation, to wit: 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178, on the first Monday of July of each year, at 3:00 P.M., or at such place and time as the Board of Directors may designate from time to time by resolution.

The names and addresses of the Initial Founding Directors, to be hereafter known as the Founding Members, and Founder's Council, are as follows:

**JOSE ANTONIO MARTURET B.-** 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178

**HENRY GEORGET-** 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178

**PEDRO VICENTE HERNANDEZ SILVA-** 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178

**JORGE E. BLANCO - 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134.**

The Founder's Council shall be a designation and distinction bestowed upon the persons who are initially responsible for the concept, and organization of this corporation, and in recognition of the individual and collective efforts, services and leadership provided, as well as contributing to the founding principles of this organization. The position of members of the Founder's Council may not be altered, amended or subsequently changed by act or vote of the members, officers or Board of Directors of this corporation. A Membership in the Founder's Council may only be revoked in the event of actions proven to be deleterious, adverse, and in violation of the purposes and founding principles of the corporation, and therefore must be by unanimous vote and act of the Founder's Council entitled to vote. The Founding Member who is sought to be expelled from the Founder's Council, shall not be entitled to vote. In the event of revocation of the designation as a Member of the Founder's Council, the expelled Member's name shall thereafter be removed from any and all books and records, written materials and documents, whether actual or digital, of the corporation. The role, function, and authority of the Founder's Council, are as herein described in this Article, and as more specifically described in detail, in the Bylaws of this corporation.

b) **CORPORATE OFFICERS.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect. Such officers shall be elected at the organizational meeting of the Board of Directors. The President of the corporation shall be elected on an annual basis by a majority of vote of the Board of Directors, and shall act as Chairman of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

**JOSE ANTONIO MARTURET B. - President**  
**PEDRO VICENTE HERNANDEZ SILVA- Vice-President**  
**JORGE E. BLANCO - Secretary**

#### **ARTICLE VI**

##### **EARNING & ACTIVITIES OF CORPORATION**

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of

propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

##### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### MEMBERSHIP

a) The corporation shall have members. The membership shall be open to all those persons in support of the corporate purpose. Persons meeting those qualifications shall become regular members after approval by the Board of Directors, and formally declaring their commitment, support and allegiance to these articles and the stated purposes of the corporation. Individuals need not be Venezuelan by birth, residence, citizenship, or bloodline in order to be eligible for

membership status. The Bylaws shall further regulate the membership. No more than one membership may be held by one person, company, agency, enterprise, or institution. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote in regular membership matters voted upon as per the dictates of the Bylaws of this corporation. The Board of Directors shall have the authority to appoint and grant the designation of Honorary Members to individuals, companies, enterprises, or institutions who have shown extraordinary support to the founding principles and stated purposes of the corporation. Honorary Members do not have to meet the qualifications of regular members, but shall not have the right to vote. The Directors shall have the right to designate Sponsorship Members to persons who provide exceptional financial support or services to the corporation. Sponsor Members do not have to meet the qualifications of the regular members, but shall not have the right to vote. A vote by a majority of the Board of Directors who are entitled to vote, shall be considered the act of the corporation on all votes to designate and appoint Honorary Members and Sponsor Members.

b) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee, submitted for approval and acceptance by the Board of Directors. Any and all votes by the Board of Directors for approval of members, shall require a simple majority of votes entitled to vote, in order to pass. Membership may be revoked or terminated for cause as provided for in the Bylaws of this corporation, only by a seventy five (75%) vote of all Directors entitled to vote.

c) All non-individual members shall designate a person who shall act and vote on behalf of the institutional member, until written notice of termination is received and accepted by the Board of Directors.

#### ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

JOSE ANTONIO MARTURET B.- 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178  
HENRY GEORGET.- 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178  
PEDRO VICENTE HERNANDEZ SILVA.- 5181 NW 108<sup>th</sup> Path, Doral, Florida 33178  
JORGE E. BLANCO - 1401 Ponce de Leon Blvd., Suite 202, Coral Gables  
Florida 33134

#### ARTICLE X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made,

altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by the procedure set forth in the Bylaws.

#### ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the pursuance of the purposes outlined in Article IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereon, or to the benefit of any private individual.

#### ARTICLE XII REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's registered office shall be 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134, and the name of its registered agent at said address is:  
**JORGE E. BLANCO.**

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.

  
**JORGE E. BLANCO**- Registered Agent

#### ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in manner set forth in the Bylaws of this Corporation.

#### ARTICLE XIV INDEMNIFICATION

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceedings, of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director of the corporation, (whether or not he/she is a Director of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her).

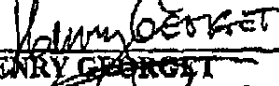
However, an exception is made to the above, in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding, to have been derelict in the performance of the duties imposed on him/her as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

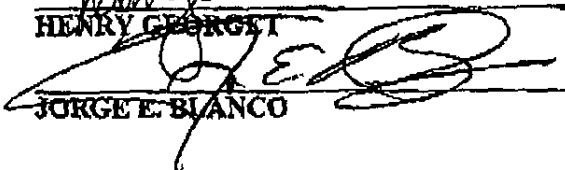


We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 1 day of July, 2014.

  
JOSE ANTONIO MARTURET B.

  
PEDRO VICENTE HERNANDEZ SILVA

  
HENRY GEORGET

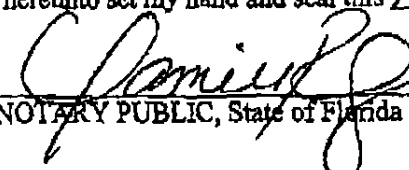
  
JORGE E. BLANCO

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared and JOSE ANTONIO MARTURET B., PEDRO VICENTE HERNANDEZ SILVA, HENRY GEORGET, JORGE E. BLANCO, to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument, and are personally known to me or who provided Florida Drivers License and Passport as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of July, 2014.

  
NOTARY PUBLIC, State of Florida at Large

My commission number:  
My commission expires:



YAMILE PEREZ  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF000783  
Expires 3/25/2017

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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July 7, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORP USA

SUBJECT: DEMOCRACIA VIRTUAL & VIRTUAL DEMOCRACY, INC.  
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Tyrone Scott  
Regulatory Specialist II  
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