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FLORIDA PROFIT/NON PROFIT CORPORATION  
LITTLE HAVANA CULTURE DISTRICT, INC.

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Prepared by:  
Manuel A. Ramirez, Esq.  
1805 Ponce de Leon Blvd.  
Suite 500  
Coral Gables, FL 33134

EFFECTIVE DATE 04/13/15

**ARTICLES OF INCORPORATION**  
**FOR**  
**LITTLE HAVANA CULTURE DISTRICT, INC.**

The undersigned incorporators of these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be LITTLE HAVANA CULTURE DISTRICT, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

**ARTICLE II**

**PURPOSE**

The purpose for which the Corporation is organized is to advance community development, by organizing local beautification, supporting local artists, supporting local events, and providing support to failing municipal services.

**ARTICLE III**

**CORPORATE POWERS**

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including, but not limited to, power to:

(1) Elect or appoint such officers and agents as its affairs shall require, and allow them suitable compensation.

(2) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its stocks or other evidence of interest, and the calling and holding of meetings

of its Stockholders.

(3) Increase or diminish, by vote of its stockholders or shareholders, change as the By-Laws may direct, the number of directors.

(4) Make and enter into all contracts necessary and proper for the conduct of its business.

(5) Conduct business, have one or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(6) Purchase the corporate assets of any other corporation and engage in the same character of business.

(7) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks and any licenses or other interests thereunder or therein.

(8) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(9) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(10) Purchase hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

(11) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the corporation, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Director may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and nature then belonging to or thereafter acquired by it, as security for any

bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of any property by virtue of any such instrument or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(12) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.

(13) Make gifts for educational, scientific or charitable purposes.

(14) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable grounds for belief that such action was unlawful;

(b) By or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit,

or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection therewith.

(d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or by the shareholders who were not parties to such action, suit or proceeding.

(15) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (14) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this section.

(16) Indemnify any person, if the requirements of Subsections (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

(17) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Subsection (12).

(18) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE V**

**APPOINTMENT**

The manner in which directors are elected or appointed is, as provided for in the Bylaws.

**ARTICLE VI**

**CORPORATE OFFICERS**

The business of this company shall be conducted by the following Officers:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
CARLOS FAUSTO MIRANDA	1180 NW 8 STREET, MIAMI, FL 33136	President
MAURICIO VILLASUSO	1180 NW 8 STREET, MIAMI, FL 33136	Secretary

**ARTICLE VII**

**INCORPORATOR**

The names and addresses of the Incorporator to these Articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS FAUSTO MRANDA	1180 NW 8 <sup>TH</sup> STREET MIAMI, FL 33136

**ARTICLE VIII**

**COMMENCEMENT OF CORPORATE EXISTENCE**

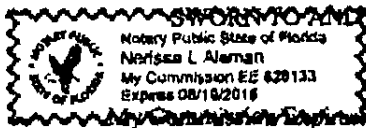
In accordance with the provisions of Section 607.167, the effective date of incorporation is specified to be the 1<sup>st</sup> day of April, 2015, which is the date on which these Articles have been subscribed and acknowledged.

WITNESS my hand and official seal this 1<sup>st</sup>, day of April, 2015.

  
CARLOS FAUSTO MIRANDA  
Subscriber

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this 13 day of <sup>April</sup> ~~March~~, 2015, personally appeared, **CARLOS FAUSTO MIRANDA**, who states that he executed the same for the purposes therein expressed.



*[Signature]*  
Notary Public

**ARTICLE IX**

**STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT**

LITTLE HAVANA CULTURE DISTRICT, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, has designated its principal office and mailing address at 1180 NW 8 STREET, MIAMI, FL 33136, and has named as its initial Registered Agent, **CARLOS FAUSTO MIRANDA**, whose address is 1180 NW 8 STREET, MIAMI, FL 33136.

DATED this 13 day of April, 2015

By: *[Signature]*

**CARLOS FAUSTO MIRANDA**, President of  
**LITTLE HAVANA CULTURE DISTRICT, INC.**,  
a Florida corporation

**ACKNOWLEDGMENT OF REGISTERED AGENT**

I, **CARLOS FAUSTO MIRANDA**, having been named to accept Service of Process for **LITTLE HAVANA CULTURE DISTRICT, INC.**, a Florida not for profit corporation, at the place designated in Article VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 1<sup>st</sup> day of April, 2015.

  
**CARLOS FAUSTO MIRANDA**  
Registered Agent

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TALLAHASSEE, FLORIDA

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