

SMGQ LAW  
Division of Corporations  
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From:

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Fax Number : (850) 617-6381

Account Name : ROLAND, SANCHEZ-MEDINA JR., P.A.  
Account Number : 120930000135  
Phone : (305) 377-1000  
Fax Number : (855) 327-0391

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15 JUN 19 AM 10:39

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DOMESTICATION  
FUENTE LATINA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$128.75

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Corporate Filing Menu

Help

## COVER LETTER

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

SUBJECT: \_\_\_\_\_

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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\_\_\_\_\_  
Name (printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone Number

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

FUENTE LATINA, INC.

CERTIFICATE OF DOMESTICATION

FILED  
15 JUN 19 AM 10:39  
SECRETARY OF STATE  
PALLMASSEE, FLORIDA

This Certificate of Domestication and the attached Articles of Incorporation are submitted to domesticate FUENTE LATINA, INC., a not-for-profit corporation incorporated under the laws of the State of Missouri, into FUENTE LATINA, INC., a not-for-profit incorporated under the laws of the State of Florida, in accordance with Sections 617.01201, 617.0202, and 617.1803, of the Florida Statutes.

1. FUENTE LATINA, INC., a corporation first formed and incorporated under the laws of the State of Missouri ("FLI Missouri"), and immediately prior to the filing of this Certificate of Domestication, existing under the laws of the State of Missouri was formed on October 7, 2001, under Document Number N000696962.

2. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of FLI Missouri, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Missouri.

3. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Sections 617.01201 and 617.0202 of the Florida Statutes with this Certificate of Domestication is FUENTE LATINA, INC.

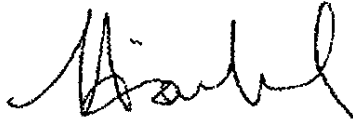
4. The Articles of Incorporation are attached to this Certificate of Domestication in order to satisfy the domestication requirements pursuant to Section 617.1803 of the Florida Statutes.

5. The address of the principal office of FUENTE LATINA, INC. is 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. The Federal employer identification number for FUENTE LATINA, INC. will remain 47-1624899.

6. This Certificate of Domestication shall be effective upon its filing with the Florida Department of State.

SMGO LAW

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Domestication as of  
the 19 day of June, 2015.

A handwritten signature in black ink, appearing to read 'Leah Soibel', written over a horizontal line.

Leah Soibel, as President of FUENTE LATINA, INC.

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15 JUN 19 AM 10:39

FUENTE LATINA, INC.

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the not-for-profit corporation is: FUENTE LATINA, INC. (hereinafter, the "Corporation").

ARTICLE II. MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Corporation is 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134.

ARTICLE III. PURPOSE(S)

The Corporation shall be organized as a trade association under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the Bylaws.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article V shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, director, employee or agent if a judgment, settlement or

other final adjudication establishes that the acts on which a proceeding specified in (a) or (b) is based and in which the officer, director employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(a) a violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly; or

(c) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article V and despite any contrary determination of the Board of Directors, an officer, director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4. It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, director, employee or agent if (i) the officer, director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article V; or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article V.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole

discretion; make any other or further indemnification or advancement of expenses to any officer, director, employee or agent under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to actions of such officer, director, employee or agent in his or her official capacity and as to actions in another capacity while holding such officer.

**Section 5.** Any indemnification under this Article V shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article V. Such determination shall be made.

(a) By the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the proceeding; or

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b); or

(ii) If a quorum of the directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event directors who are parties may participate).

**Section 6.** Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article V.

**Section 7.** Indemnification and/or advancement of expenses as provided in this Article V shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article V shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Registered Corporate Services LLC  
201 Alhambra Circle, Suite 1205  
Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

SMGQ Law  
201 Alhambra Circle, Suite 1205  
Coral Gables, Florida 33134  
Attn: Roland Sanchez-Medina, Jr.

ARTICLE VIII. DISSOLUTION OF THE CORPORATION

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

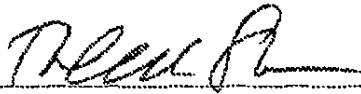


Signature/Incorporator

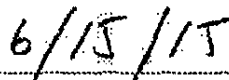


Date

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.



Signature/Registered Agent



Date