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FLORIDA PROFIT/NON PROFIT CORPORATION
C.A.F.E. COLOMBIAN AID FOR EDUCATION FOUNDATION
INC

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Certified Copy	1
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~~June 22, 2015~~

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EXPRESS CORPORATE FILING SERVICE

SUBJECT: C.A.F.E. COLOMBIAN AID FOR EDUCATION FOUNDATION, INC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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Thomas Chang
Regulatory Specialist II
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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

C.A.F.E. Colombian Aid for Education Foundation, INC
A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these articles of Incorporation in order to form a not-for-profit, non-stock perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the Corporation is C.A.F.E. Colombian Aid for Education Foundation, Inc. The street address of the initial principal office and the mailing address is 6254 S.W. 8th Street Suite 7 Miami, FL 33144.

ARTICLE II NATURE OF CORPORATION

This is a not-for-profit Corporation, organized exclusively for charitable purpose pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III-PURPOSE

- A. The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, as amended (The "code"), or the corresponding provisions of any future federal tax laws.
- 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office
- C. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)3 of the Internal revenue Code or by an organization contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE-IV-DURATION

This Corporation is to exist perpetually.

ARTICLE V-MEMBERSHIP

The membership of the Corporation shall be open to all persons regardless of race, color, creed sex or national origin. The qualifications for membership and the manner of admission to membership and removal there from shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has both voting members and non-voting members.

ARTICLE VI-NONSTOCK CORPORATION

This Corporation shall not have or issue of stocks. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificate are non transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII-INCORPORATOR

The name and address of the incorporator of this corporation is:

Ruben Dario Jimenez
6254 S.W. 8th Street Suite 7
Miami ,FL 33144

ARTICLES VIII-REGISTERED OFFICE AND AGENT

The name of the Initial registered agent of the Corporation is Ruben Dario Jimenez. The street address of the initial registered office of this Corporation is 6254 S.W. 8th Street Miami, FL 33144

ARTICLES IX-MANAGEMENT OF THE CORPORATION AFFAIRS

- A. The business and affairs of the Corporation shall be managed by the Board of Directors.
- B. The number of directors of this Corporation shall be not less than three(3) and no more than five(5). Subject to the forgoing, the number of Directors may be changed from time to time as provided in the Bylaws.
- C. The Directors of the Corporation shall be:

Ruben Dario Jimenez
Michael Araguez
Gloria J. Jimenez

- D. Directors shall be elected, removed and hold office as provide in the Bylaws.
- E. The Board of directors shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.
-
- F. The officers of the Corporation shall be:

President : Ruben Dario Jimenez

Vice President: Michael Araguez

ARTICLES X-BYLAWS

Subject to limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate actions that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and the new Bylaws adopted, by the Board of Directors.

ARTICLE XI-DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purpose, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private Individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the forms of distributions upon dissolution or otherwise in the manner set forth in the Article XI hereof.

ARTICLE XII-DISTRIBUTION OF ASSETS

Upon dissolution or winding up of the Corporation, its assets remaining after payment or provision for payments of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an except organization or organizations under Section 501(c) 3 and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, State or local government exclusively for public purposes.

ARTICLE XIII-AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the voting members in accordance ~~With the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The~~ Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c) 3 of the Code), Director or Officer of the Corporation or any person to share in any of the Corporation's assets. Any amendment to the Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIV-DEMERNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer in Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director or officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the, manner require by the board of directors, that indemnification of the director or officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The Indemnification and advancement of attorney fees and expenses for the director, officer, employee and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and Maintain Insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All

references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of the incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

In WITNESS WHEREOF, The undersigned has hereunto set his hand and seal this 17th day of JUNE, 2015


ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agreed to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's positions as registered agent.

DATED THIS 17th DAY OF JUNE, 2015

