

06/09/17

COVER LETTER

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

SUBJECT: EDITORIAL HYPERMEDIA 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: LADISLAO AGUADO MORILLAS

Name (Printed or typed)

305 AUGUSTA CIRCLE

Address

ST AUGUSTINE, FL 32086

City, State & Zip

Daytime Telephone number

LADISLAO.AGUADO@EDITORIALHYPERMEDIA.CO

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

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

EDITORIAL HYPERMEDIA INC

ARTICLES OF INCORPORATION

May 22, 2017

FILED
17 MAY -8 PM 1:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE LEGAL NAME OF THIS ORGANIZATION IS EDITORIAL HYPERMEDIA INC.

ARTICLE II - ADDRESS

THE PRINCIPAL PLACE OF BUSINESS FOR EDITORIAL HYPERMEDIA INC WILL BE 13 SABOR DE SAL RD, ST AUGUSTINE, FL 32080. THE MAILING ADDRESS WILL BE 305 AUGUSTA CIRCLE, ST AUGUSTINE, FL 32086.

ARTICLE III - PURPOSE

EDITORIAL HYPERMEDIA INC WILL ENGAGE IN ACTIVITIES TO DISTRIBUTE AND PROMOTE ART AND LITERATURE THROUGH BOOKS, MAGAZINES, AND VISUAL ART FORMS.

MORE SPECIFICALLY THE PURPOSES ARE:

- a) THE EDITION, PROMOTION, AND DIFFUSION OF ART, KNOWLEDGE AND LITERATURE THROUGH ANY MEANS AND SUPPORT;
- b) PROMOTE LITERATURE ACTIVITIES OF A CULTURAL NATURE;
- c) PROMOTE CULTURAL ACTIVITY INSIDE AND OUTSIDE THE ACADEMIC FIELD;
- d) TO INNOVATE IN THE DESIGN, PROGRAMMING, EXECUTION, AND MATERIALS IN THE FIELD OF LEISURE AND ENTERTAINMENT WITH AN EDUCATIONAL COMPONENT FOR THE DEVELOPMENT OF THE CULTURE;
- e) TO COLLABORATE WITH THE PUBLIC ADMINISTRATIONS, FOUNDATIONS, NGOs, ASSOCIATIONS AND COMPANIES THAT FACILITATE AND FAVOR THE PREVIOUS POINTS;
- f) PROMOTION OF FREEDOM OF INFORMATION, EXPRESSION AND OPINION.

JA *nov*

THESE PURPOSES WILL BE ACCOMPLISHED VIA ACTIVITIES OF PROMOTION AND EDITION OF BOOKS, MANUALS, PERIODICALS, CDs, AUDIOVISUAL MATERIAL AND PLASTIC ARTS WITH PEOPLE OF ALL AGES; AND THROUGH TRAINING AIMED AT CULTURAL, EDITORIAL, AND ARTISTIC AGENTS.

ARTICLE IV – MANNER OF ELECTION OF BOARD OF DIRECTORS

DIRECTORS WILL HOLD OFFICE FOR TERMS OF NO LONGER THAN 2 YEARS AND BE ELECTED BY VOTE OF BOARD OF DIRECTORS. INITIAL DIRECTORS WERE APPOINTED BY PRESIDENT LADISLAO AGUADO MORILLAS AND WILL SERVE FOR INITIAL 2 YEAR TERM BEFORE COMING UP FOR RE-ELECTION OR REPLACEMENT.

ARTICLE V – INITIAL OFFICERS

PRESIDENT -	LADISLAO AGUADO MORILLAS	SECRETARY/ -	GLENN SHAPANKA
	305 AUGUSTA CIRCLE	TREASURER	13 SABOR DE SAL RD
	ST AUGUSTINE, FL 32086		ST AUGUSTINE, FL 32080

VICE PRESIDENT - NESTOR DIAZ DE VILLEGAS
1132 N STONEMAN AVENUE #9
ALHAMBRA, CA 91801

ARTICLE VI – REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT IS: LCI TAXES
2729 E. MOODY BLVD. SUITE 101
BUNNELL, FL 32110

ARTICLE VII – INCORPORATOR


THE NAME AND ADDRESS OF THE INCORPORATOR IS: LADISLAO AGUADO MORILLAS
305 AUGUSTA CIRCLE
ST AUGUSTINE, FL 32086

Three handwritten signatures in black ink are located at the bottom right of the document. The first signature on the left is a stylized 'LA'. The middle signature appears to be 'mar' with a horizontal line underneath. The signature on the right is a more complex, cursive-style signature.

ARTICLE VIII – DISSOLUTION

UPON DISSOLUTION, IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 501(C)(3), ANY AND ALL REMAINING ASSETS OF EDITORIAL HYPERMEDIA INC WILL BE USED EXCLUSIVELY FOR EXEMPT PURPOSES. THE ASSETS WILL BE GIVEN TO OTHER LOCAL CHARITABLE ORGANIZATIONS ALSO QUALIFYING AS CHARITABLE UNDER SECTION 501(C)(3).



LADISLAO AGUADO MORILLAS, PRESIDENT

GLENN SHAPANKA, SECRETARY / TREASURER

NESTOR DIAZ DE VILLEGAS, VICE PRESIDENT

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Hope Hears Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

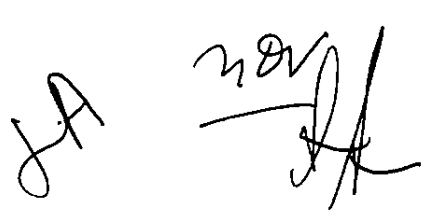
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Handwritten signatures and initials at the bottom right of the page. There are two distinct signatures, one appearing to be 'JA' and the other a more complex cursive signature.

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

nor

LA

[Signature]

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: LCI TAXES - CHRIS KOCHER CPA

Address: 2729 E MOODY BLVD SUITE 101
BUNNELL, FL 32110

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

17 MAY -8 PM 1:40

FILED

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: LADISLAO AGUADO MORILLAS

Address: 305 AUGUSTA CIRCLE
ST AUGUSTINE, FL 32086

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

5/22/17
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator

06/05/2017.
Date