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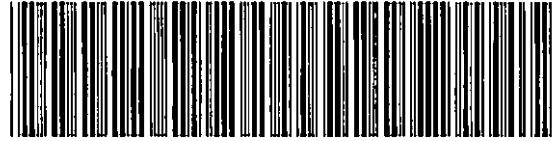
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Special Instructions to Filing Officer:

W17-59442

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FILED  
17 AUG - 8 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 18, 2017

ANDRES H. LOPEZ  
7351 WILES RD., STE. 101  
CORAL SPRINGS, FL 33067

SUBJECT: O.Y.E. AMERICA, INC.  
Ref. Number: W17000059442

We have received your document for O.Y.E. AMERICA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

KYLE D BRUMBLEY  
Regulatory Specialist II

Letter Number: 117A00014566

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DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

## COVER LETTER

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

SUBJECT: O.Y. E. America, 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: Andres H. Lopez  
Name (Printed or typed)

7351 Wiles Road Suite 101  
Address

Coral Springs Florida 33067  
City, State & Zip

240 731 7163  
Daytime Telephone number

andres@alopezlawfirm.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**Of**  
**O.Y.E. America, Inc.**

FILED  
17 AUG -8 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME.** The name of the nonprofit corporation is O.Y.E. America, Inc. ("Corporation")

**ARTICLE II. PRINCIPAL PLACE.** The principal place of business and mailing address of the Corporation is: 200 SE 6<sup>th</sup> Street, Suite 304, Fort Lauderdale, Florida, 33301.

**ARTICLE III. PURPOSE.**

(A) The Corporation is organized to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: (1) developing and advocating for legislation, regulations, and government programs that positively impact the Latino community such as immigration, improving economic opportunities, providing access to quality education, and related issues; and (2) conducting research and publicizing the positions of elected officials concerning these issues.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any members of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

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)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV. Members; Board of Directors.**

This corporation shall have one class of members as provided in the Bylaws and pursuant to Florida law.

A. Initial Membership: Following the first Board of Directors meeting, half of the Board members shall be randomly assigned one (1) year terms and the remainder of the Board members shall be assigned two (2) year terms (in order to create staggered terms of office so that all members do not expire in any given year). Thereafter the terms will be two (2) years.

B. Subsequent Membership: After the establishment of the initial Board of Directors, the Board shall elect Board members as terms expire. The Board of Directors shall appoint a committee to provide nominations pursuant to the Bylaws. The election of subsequent Board members will be held one month prior to the annual meeting of the Board. The election shall be at a regular or special called meeting, where a quorum is present. Nothing herein is intended to prevent this Corporation's Bylaws from providing some other manner of appointing or electing directors and officers.

C. Vacancies: Vacancies of the Board (whether caused by resignation, removal, death, or otherwise) shall be filled within sixty (60) days of said vacancy from a list of recommended eligible persons put together by the nominating committee established pursuant to the Bylaws. The election of a person to fill the vacant position shall be at a regular or special called meeting, where a quorum is present, based upon a majority vote of the Board. The newly elected member will serve for the unexpired portion of the vacated term of office.

D. Removal: Membership of the Board may be terminated by resignation of a member, by resolution of the Board after any member has three (3) consecutive unexcused absences, or as provided in this Corporation's Bylaws. After two unexcused absences, the Board's Secretary shall send or cause to send the member a reminder. On the third unexcused absence, the Board may take

action to terminate the membership of the individual. The position of the removed member shall be filled as provided for in dealing with vacancies of the Board.

E. Terms of Office: As provided above, terms of office for the initial Board members shall be for either one (1) year or two (2) year terms (based upon random assignment). Thereafter, all terms of office shall be for two (2) years.

**ARTICLE V.** The names, address and titles of the Directors/Officers are:

The initial members of the Board of Directors are: (1) David Salomon; (2) Morris Bender; (3) Sean Ford; (4) Jose Castaneda; (5) Andres Lopez; and (6) Jorge Salomon.

The initial officers are:

(1) Morris Bender, President

(2) Sean Ford, Vice President

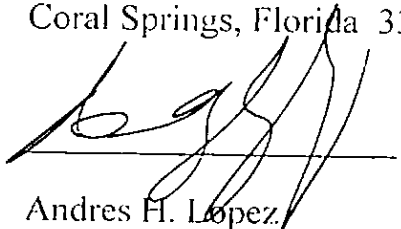
(3) David Salomon, Vice President

(4) Jorge Salomon, Treasurer

(5) Andres H. Lopez, Secretary

**ARTICLE VI.** The name and address of the initial registered agent is:

Andres H. Lopez  
7351 Wiles Road, Suite 101  
Coral Springs, Florida 33067



Andres H. Lopez.

I, Andres H. Lopez, accept designation as registered agent.

**ARTICLE VII.** The incorporator is:

Andres H. Lopez  
7351 Wiles Road, Suite 101  
Coral Springs, Florida 33067

**ARTICLE VIII.** Management of Corporate Affairs.

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of this Corporation shall be nine (9) to thirteen (13), and such number may be changed by this Corporation's Bylaws, as may be amended from time to time. One-half of the current Board membership plus one shall constitute a quorum for all Board action. The Board of Directors, in addition to ensuring the furtherance of these Articles and this Corporation's Bylaws, shall be responsible for ensuring that the Corporation is operating in accordance with applicable federal, state, and local laws and regulations and its operations are financially viable. The officers shall have primary responsibility over the day to day operations of the Corporation. Further, without limiting the foregoing, the Board of Directors shall participate in the direction of programs necessary to implement the Corporation's missions and/or purpose.

B. Officers: The Board of Directors shall include the following officers: President, (2) Vice-President, Treasurer, and Secretary, and such other officers as this Corporation's bylaws may authorize. Officers shall have those duties set forth in the bylaws, as may be amended from time to time.

C. Members: This Corporation's initial Bylaws do not provide for members; however, nothing herein is intended to prevent the Bylaws from being amended in the future to provide for members and to set forth the respective roles and responsibilities of members in this organization.

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**ARTICLE IX.** EFFECTIVE DATE. The effective date is July 20, 2017. These Articles shall become effective on the date filed by the Florida Department of State, Division of Corporations.

**ARTICLE X.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of the purposes set forth in Article III hereof. 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 XI.** Upon dissolution of the Corporation, assets shall be distributed in accordance with ARTICLE XIV. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction or the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII.** Stock.

This corporation shall not have authority to issue stock.

**ARTICLE XIII.** Amendments.

This corporation reserves the right to amend or repeal, by the affirmative vote of the majority of members of its Board of Directors, any of the provisions contained in these Articles of Incorporations.

**ARTICLE XIV.** Funds and Assets.

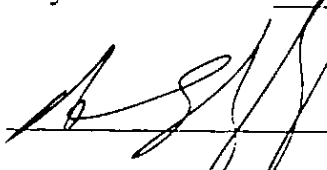
This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations.



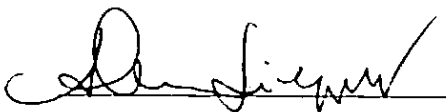
ARTICLE XV. Bylaws.

The Board of Directors shall have the power to adopt, amend, or repeal the By-laws of this corporation. The By-laws shall govern the operation of this corporation unless any By-law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

I Alessandra Livingston, a Notary Public, hereby certify that on the 26 day of July, 2017,

  
\_\_\_\_\_  
Andres H. Lopez

Appeared before me and signed the foregoing document as incorporator, and has averred that the statements contained therein are true.

  
\_\_\_\_\_  
NOTARY PUBLIC

