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SECRETARY OF STALE TALLAHASSEE, FLORIDA

### Moris & Associates Attorneys at Law

3650 NW 82<sup>∞</sup> AVENUE - SUITE 401 - DORAL, FLORIDA 33166 :- (305) 559-1600 | F- (305) 229-2272 www.animpa.com

ALBERTO N. MORIS, Esq. amoris@anmpa.com

May 3, 2018

VIA U.S. MAIL

Department of State Divisions of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: MUSEO DE LA INDUMENTARIA DE PUERTO RICO, INC. NON-PROFIT CORPORATION - FILING OF ARTICLES OF INCORPORATION

To whom it may concern:

Enclosed please find an original and two (2) copies of the Articles of Incorporations and a check for \$78.75 payable to the order of the Secretary of State for the Filing Fee & Certified Copy.

Thank you for your attention to this matter.

Sincerely,

ALBERTO'N MORIS

## ARTICLES OF INCORPORATION OF MUSEO DE LA INDUMENTARIA DE PUERTO RICO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617. Florida Statutes, adopts the following Articles of Incorporation:

#### **ARTICLE I - NAME**

The name of the Corporation Not for Profit shall be MUSEO DE LA INDUMENTARIA DE PUERTO RICO, INC. ("Corporation").

#### ARTICLE II - PRINCIPAL OFFICE

The principal office the Corporation shall be 6265 Saunders Street, apt. 2-H, Rego Park. New York 11374. The mailing address of the Corporation shall be P.O. Box 750484. Forest Hills, New York 11375.

#### **ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

#### ARTICLE IV -- PURPOSE

The Corporation is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. Specifically, the Corporation's purpose is to rescue, research and document the history of Puerto Ricans and other Latinos and store and exhibit its cultural material, using mainly garb, but not exclusively, as a means of story-telling with the intention of educating the public and building cultural awareness.

In furtherance of the foregoing, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal

thereof, as the Board of Directors may from time to time determine, exclusively for charitable purposes, either directly or through contributions to any charitable organization or organizations, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act (Fla. Stat. Ann. § 617.01011 et seq.).

In furtherance of its exclusively charitable corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

#### ARTICLE V - ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with the methods specified by the Bylaws of the Corporation. There shall be at least three directors.

#### ARTICLE VI - INITIAL DIRECTORS

The names and the addresses of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

CARLOS E RODRIGUEZ 6265 Saunders Street, Apt. 2-H. Rego Park, New York 11374 JESSICA ORTIZ-RODRIGUEZ 6265 Saunders Street Apt. 2-H, Rego Park, New York 11374

GRETCHEN ORTIZ 7800 El Camino Real, Apt.4137, Colma, California 940143650

#### ARTICLE VII - POWERS

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with the Florida Not for Profit Corporation Act with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered to or for the Corporation and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
- 3. The Corporation shall not participate in. or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
- 4. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The Bylaws of the Corporation shall adopt these provisions accordingly.

- 5. Notwithstanding any other provision of these Articles of Incorporation, 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 6. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in Article IV.

#### ARTICLE VIII - INCORPORATOR

The name and the address of the Incorporator is:

MORIS AND ASSOCIATES 3650 NW 82<sup>nd</sup> Avenue Suite 401, Doral, Florida 33166

#### ARTICLE IX - DISSOLUTION

Upon dissolution or final fiquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 X - REGISTERED AGENT

The Register Agent of the Corporation is:

MORIS & ASSOCIATES 3650 NW 82<sup>nd</sup> Avenue, Suite 401, Doral, Florida 33166

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

Alberto Nouel Moris, on behalf of MORIS AND ASSOCIATES

Date

Registered Agent

I submit this document and affirm that the facts stated therein are true. I am aware that any false information submitted in a document of the Department of State constitutes a third degree felony as provided for in § 817.155, Florida Statutes.

Alberto Nouel Moris, on behalf of MORIS AND ASSOCIATES

Date

Incorporator