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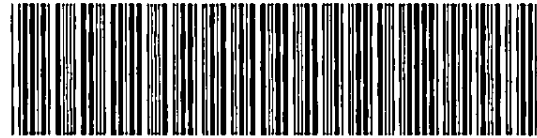
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**ARTICLES OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF RADIO BROADCASTERS AND ANNOUNCERS, CORP.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation non for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of the corporation created shall be: **NATIONAL ASSOCIATION OF RADIO BROADCASTERS AND ANNOUNCERS, CORP.** The initial principal office of the Corporation shall be located at 1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor, Miami, FL 33142, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places with or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be the same as the principal office location, but the Corporation shall have the power to change its mailing address to an address with or without the State of Florida.

**ARTICLE II**

**PURPOSES**

The Corporation is organized in order to provide a holistic approach to enhance the Spanish language and hispanic contents of the hispanic communicators in the United States, including but not limited to, enhancing the professionalism, ethics, and skills of the communicator members to correctly speak, communicate and connect to Hispanic audiences through all broadcast media sources, in a spirit of true Christian compassion. The Corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

**ARTICLE III**

**POWERS**

The Corporation shall possess all powers allowed by law, including but not limited to, the powers hereinafter described:

- a) To exercise all rights and powers conferred by laws of State of Florida applicable to corporations of this character, including but not limited to the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and income, principal, and proceeds of any such property;
- b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage,

or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

- c) To receive assistance, money, real or personal property and any other form of contribution from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;
- d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgement of the Board of Directors of the Corporation;
- e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, and all form of contributions received by it in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;
- f) To contract and be contracted with and to sue and be sued;
- g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;
- h) To apply the whole or any part of the income and principal of the Corporation exclusively for the purposes related to the Christian faith, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any successor laws or regulations (collectively, the "Internal Revenue Code");
- i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in Chapter 617 of the Florida Statutes; and
- j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited to their application to accomplish the charitable, educational and scientific purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**

**DURATION AND EXISTENCE**

The existence of the Corporation shall begin on December 20<sup>th</sup>, 2018, and thereafter the existence of the Corporation shall be perpetual.

**ARTICLE V**

**REGISTERED AGENT**

The name and address of the Registered Agent is: Herman Zaso  
1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor  
Miami, FL 33142

**ARTICLE VI**

**OFFICERS**

The affairs of the Corporation shall be conducted by a President, a Vice-President, a Secretary, and a Treasurer, and such other officers designated and authorized by the Board of Directors. The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be provided in the bylaws of the Corporation.

**ARTICLE VII**

**DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the bylaws of the Corporation.

The initial directors shall be:

Herman Zaso  
President  
1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor  
Miami, FL 33142

Ronald Vallejos  
Vice-President  
1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor  
Miami, FL 33142

Camilo Sanchez  
Secretary  
1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor  
Miami, FL 33142

Moshe Pivaral  
Treasurer  
1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor  
Miami, FL 33142

**ARTICLE VIII**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the bylaws of the Corporation. Notwithstanding the

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foregoing, any amendment or amendments shall be consistent with the purpose for which the Corporation was created.

## **ARTICLE IX**

### **CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for educational and scientific purposes related to the personal development according to the Christian faith. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investment in such manner as to subject its tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these 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 any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE X**

### **DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501 (c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 XI**

### **REGISTERED OFFICE AND REGISTERED AGENT**

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The initial registered agent and the initial registered office for the Corporation are as follows: Herman Zaso, 1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor, Miami, FL 33142

**IN WITNESS OF WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation on this 20<sup>th</sup> day of December, 2018 for the uses purposed therein stated.



Herman Zaso

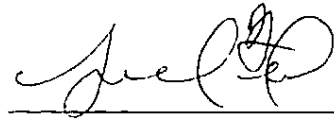
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED FOR NATIONAL ASSOCIATION OF BROADCASTERS AND ANNOUNCERS, CORP.**

Pursuant to Chapter 617 of the Florida Statutes, **NATIONAL ASSOCIATION OF RADIO  
BROADCASTERS AND ANNOUNCERS, CORP.**, desiring to organize under the laws of the State of  
Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates  
Mr. Herman Zaso, 1855 NW 20<sup>th</sup> Street, 2<sup>nd</sup> floor, Miami, FL 33142, as its agent to accept service of process  
within the State of Florida.

Having been named to accept service of process for **NATIONAL ASSOCIATION OF RADIO  
BROADCASTERS AND ANNOUNCERS, CORP.**, at the place designated above, I hereby consent to  
act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to the proper  
and complete performance of my duties.

Dated this 20<sup>th</sup> day of December, 2018.



Herman Zaso, Registered Agent

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