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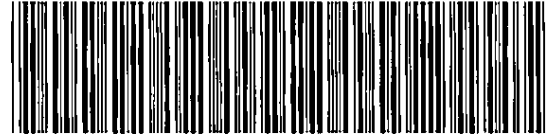
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1. **LATIN AMERICAN LEADERSHIP FOUNDATION INC.**  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

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## COVER LETTER

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

**SUBJECT:** Latin American Leadership Foundation 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:** Erin Iannotti  
\_\_\_\_\_  
Name (Printed or typed)

250 W. 55th St. New York, NY 10019  
\_\_\_\_\_  
Address

New York, New York, 10019  
\_\_\_\_\_  
City, State & Zip

+1 212-836-7118  
\_\_\_\_\_  
Daytime Telephone number

andrew.roberts.moore@gmail.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**  
**LATIN AMERICAN LEADERSHIP FOUNDATION INC.**

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Pursuant to Section 617.0202 of the Florida Statutes

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ARTICLE I

The name of the corporation shall be Latin American Leadership Foundation Inc. (the "**Corporation**").

ARTICLE II

The principal street address of the Corporation is 9 Marine Drive, Vero Beach, Florida 32960, USA.

ARTICLE III

The Corporation is a not-for-profit corporation organized exclusively for charitable and educational purposes under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding section of any future federal tax code, including, but not limited to, promoting social progress, economic development and democratic governance in Latin America. The Corporation may also make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code or the corresponding provision of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 purpose set forth in this Article.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by section 501(h) of the Code or the corresponding section of any future tax code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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

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TALLAHASSEE, FLORIDA

from federal income tax under section 501(c)(3) of the 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 Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV

The Corporation shall have the following powers, in furtherance of its corporate purposes, to the extent they may lawfully be exercised by a corporation under the Section 617.0202 of the Florida Statutes:

1. All of the general powers enumerated in Section 617.0302 of the Florida Statutes, and all other powers now or hereafter conferred by the laws of the State of Florida, the United States of America or any other jurisdiction;
2. All powers necessary, incidental or conducive to the fulfillment of the purposes specified or implicit in Article III;
3. The following additional and independent powers:
  - a. To assist and promote, directly or indirectly, the purposes of certain charitable, education and literary organizations formed under Chapter 617 of the Florida Statutes or otherwise, and to convey, transfer or assign from time to time any part of its assets to these charitable, educational and literary organizations, subject to the limitations set forth in Article VI hereof;
  - b. To purchase, lease, acquire, hold, own, administer, mortgage or encumber, sell or dispose of property, whether real or personal, tangible or intangible, wherever located, or any share of or interest in such property, and to invest, reinvest and deal with the same.

#### ARTICLE V

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, or the corresponding section of any future federal tax code,

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI

The board of directors of the Corporation (the "**Board of Directors**") shall have the power and discretion to manage and direct all transfers of assets of the Corporation to certain charitable organizations, provided, however, that all transfers of the Corporation's assets to such charitable, educational and literary organizations shall be subject to any other limitations existing on the transfer of specific assets of the Corporation expressly imposed by the By-laws of the Corporation.

#### ARTICLE VII

The directors of the Corporation shall be elected in accordance with the method and qualifications specified in the By-laws of the Corporation.

#### ARTICLE VIII

The names, addresses and titles of the initial officers and directors are:

Name	Address	Title
Diego Mariano Flores Benavides	1735 12 <sup>th</sup> Street, Apt 1, Oakland, CA 94607, USA	Director, Vicechairman and Treasurer
David James Baptista	3 Carter Drive, Framingham, MA 01701, USA	Director
Alessandro Palma	475 48 <sup>th</sup> Ave Long Island City, NY 11109, USA	Director, Chairman
Andrew Moore	9 Marine Drive, Vero Beach, FL 32960 USA	Secretary

#### ARTICLE IX

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not

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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

The name of the registered agent of the Corporation is Andrew Moore and his Florida mailing address is 9 Marine Drive, Vero Beach, Florida 32960, USA.

#### ARTICLE XI

The name and mailing address of the incorporator of the Corporation is:

Erin Iannotti  
Arnold & Porter Kaye Scholer LLP  
250 West 55<sup>th</sup> Street  
New York, New York 10019

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Having been named as registered agent to accept service of process for the Corporation at the place designated in Article VII in this Certificate of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:



Andrew R. Moore  
Registered Agent

1/7/2019

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.



Erin Iannotti  
Sole Incorporator

1/24/2019

Date

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