

N19000000274

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000070886 3)))



H190000708863AEC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305)632-1950
Fax Number : (305)854-9788

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: danielavilesr@gmail.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
FELLOWSHIP AND DEVELOPMENT CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

2019 MAR 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

2019 MAR 15 PM 4:52

Electronic Filing Menu

Corporate Filing Menu

Help

FELLOWSHIP AND DEVELOPMENT CORPORATION BYLAWS

ARTICLE I NAME

The name of this corporation shall be **FELLOWSHIP AND DEVELOPMENT CORPORATION**, hereinafter designated the "Corporation."

ARTICLE II PURPOSES AND POWERS

2.01 Purposes.

The Corporation is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any. The general nature, objects and purposes of the Corporation will be to promote and coordinate efforts to promote comprehensive human development, inspired by Christian Values, ministering to the most vulnerable and deprived of their inalienable and fundamental civil, social, economic rights and freedoms, emphasizing in the educational support of the needy.

To maximize its impact on current efforts, the Corporation may seek to collaborate with other non-profit organizations which fall under the 501(e)(3) section of the Internal Revenue Code, and others inside Cuba operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, the Corporation may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers.

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

ARTICLES OF INCORPORATION OF
FELLOWSHIP AND DEVELOPMENT CORPORATION
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I
NAME

The name of this Corporation will be FELLOWSHIP AND DEVELOPMENT CORPORATION, hereinafter designated "F&DC."

ARTICLE II
NATURE

F&DC is organized as a Florida corporation not for profit, intended to be entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as established and when consistent with Article III below. It is also expressly provided that, notwithstanding any other provision of these Articles, upon the dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Circuit Court 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 will determine, which are organized and operated exclusively for such purposes.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

ARTICLE III
PURPOSES

The general nature, objects and purposes of F&DC will be to fund and coordinate efforts to promote comprehensive human development, inspired by Christian Values, ministering to the most vulnerable and deprived of their inalienable and fundamental civil, social, economic rights and freedoms, emphasizing in the educational support of the needy.

ARTICLE IV
GENERAL POWERS

General powers of F&DC will be all powers incident to promoting its objectives.

ARTICLE V
MEMBERS

The initial members of F&DC are DANIEL AVILES RISCO, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172, YOSVANY FERRER RODRIGUEZ, of Via Costarella n. 18, Figline e Incisa Val d'Arno (FI), Italia, KENIA MARMOL MENDOZA, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172. Future members will be invited to participate, as provided in the manner established in the Bylaws to be adopted for F&DC.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

ARTICLE VI
DIRECTORS

The initial Board of Directors of F&DC are DANIEL AVILES RISCO, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172, YOSVANY FERRER RODRIGUEZ, of Via Costarella n. 18, Figline e Incisa Val d'Arno (FI), Italia, and KENIA MARMOL MENDOZA, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172. The number and identity of future directors will be elected in the manner established in the Bylaws to be adopted for F&DC.

ARTICLE VII
RESIDENT AGENT & OFFICERS

The initial resident agent of F&DC is RICARDO MARTINEZ-CID, of 2250 SW 3 Avenue, Suite #202, Miami, Florida 33129. The initial officers of F&DC are DANIEL AVILES RISCO, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172, YOSVANY FERRER RODRIGUEZ, of Via Costarella n. 18, Figline e Incisa Val d'Arno (FI), Italia, and KENIA MARMOL MENDOZA, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172, who will respectively serve as President, Secretary and Treasurer. They should serve until their resignation, removal from office by the directors, or election of their successors at a special meeting of the Board of Directors to be held at a special meeting held for that purpose no later than thirty (30) days from date, in the manner established in the bylaws.

ARTICLE VIII
CORPORATE BEGINNING AND EXISTENCE

F&DC will begin its corporate existence upon the filing of these Articles with the Secretary of State, and will have perpetual existence.

ARTICLE IX
Bylaws

The Board will adopt Bylaws consistent with these Articles.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

ARTICLE X
AMENDMENT TO ARTICLES

These Articles may be altered, amended, or repealed by resolution of the Board, in the manner established in the bylaws.

ARTICLE XI
SUBSCRIBERS

The names and address of the subscriber is ojo, for an on behalf of DANIEL AVILES RISCO, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172, YOSVANY FERRER RODRIGUEZ, of Via Costarella n. 18, Figline e Incisa Val d'Arnao (FI), Italia, and KENIA MARMOL MENDOZA, of 9351 Fontainebleau Blvd., Apt. #B106, Miami Florida 33172.

ARTICLE XII
INITIAL CORPORATE AND REGISTERED OFFICE

F&DC will have its initial registered office at 2250 SW 3 Avenue, Suite #202, Miami, Florida 33129.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

F&DC hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- a. Whether civil, criminal, administrative, or investigative, other than one by or in the right of F&DC to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture; trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of F&DC, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of F&DC or that he/she had reasonable grounds for belief that such action was unlawful.

- b. By or in the right of F&DC to procure a judgement in this favor by reason of his being or having been a director or officer of F&DC, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of F&DC, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of F&DC. Such person will not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to F&DC unless, and only to the extent that, the court, administrative proceeding is held will determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal will deem proper.
- c. The foregoing rights of indemnification will not be deemed to limit in any way the powers of F&DC to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

- a. No contract or transaction between F&DC and one or more of its directors or officers, or between F&DC and any other corporation, partnership, association, officers are directors or officers, have a financial interest, will be invalid, void or voidable solely for this reason, or participates in the

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of F&DC will incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

- b. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.
- c. No part of the net earnings of F&DC will inure to the benefit of any Member, Director or Officer of F&DC or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for F&DC, and (ii) this provision will not prohibit the reimbursement of funds advanced to, for or on behalf of F&DC by any Member, Director or Officer when said funds are advanced with the consent and knowledge of F&DC, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.


ARTICLE XIV
DISSOLUTION OF F&DC

- a. Upon dissolution of F&DC, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, will be distributed to other non-profit corporation(s) devoted to similar goals.
- b. F&DC may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of F&DC's members.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this March 1, 2019.



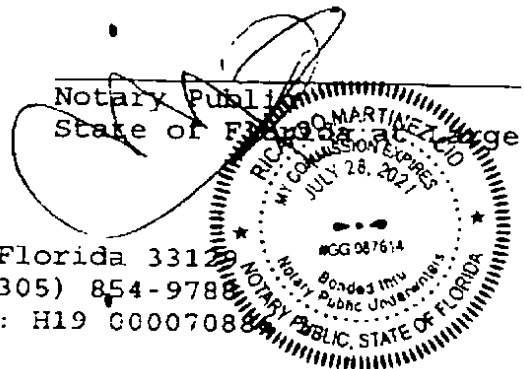
DANIEL AVILES RISCO

STATE OF FLORIDA)
) SS:
MIAMI-DADE COUNTY)

The foregoing instrument was acknowledged before me by DANIEL AVILES RISCO, who is personally known to me or provided his Florida driver's license as identification.

My commission expires:

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886



FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That FELLOWSHIP AND DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named RICARDO MARTINEZ-CID of 2250 SW 3 Avenue, Suite #203, Miami, Florida 33129, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
FELLOWSHIP AND DEVELOPMENT CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 1, 2019.


RICARDO MARTINEZ-CID
Registered Agent

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19 000070886 3