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**FLORIDA PROFIT/NON PROFIT CORPORATION
CONFEDERACION LATINOAMERICANA DE LA INDUSTRIA
GRAFIC**

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**ARTICLES OF INCORPORATION
OF
CONFEDERACIÓN LATINOAMERICANA DE LA INDUSTRIA GRAFICA, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do adopt the following Articles of Incorporation:

ARTICLE I: Name

The name of this Corporation shall be:

CONFEDERACIÓN LATINOAMERICANA DE LA INDUSTRIA GRAFICA, INC.

ARTICLE II: Address

The street address of the initial principal office of the Corporation and the initial mailing address shall be 5770 Hoffner Avenue, Suite 103, Orlando, Florida 32822, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III: Purposes

(a) The organization is organized exclusively for the purpose of pursuing and promoting the common economic interest of its members as a trade association dedicated to increasing the economic development and general prosperity of the graphics industry within the State of Florida and the Latin American countries within which its members reside and/or operate. In pursuit of this purpose, the Corporation shall:

- Provide information and various resources to the members, the graphics industry as a whole, and the general public, including but not limited to statistics on relevant conditions within the graphics industry, to help improve business conditions within the graphics industry;
- Provide a communications and information sharing network for the members of the Corporation;
- When necessary, educate the public about the plans, programs, and economic impact of the graphics industry in and about the State of Florida and the Latin American countries within which its members reside; and

The purposes for which this Corporation are organized shall be limited to those which are strictly supportive of its stated purposes. In general, the Corporation may do any and all acts and things, and exercise any and all powers that now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation. The Corporation may lobby legislative and regulatory bodies to achieve its purposes so long as such activities are germane to its expressed purposes, but

H190002798113

only through the direct efforts of the members and only in accordance with the limitations contained in the Internal Revenue Code of 1986, amended.

(b) No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services actually rendered to or for the Corporation affecting one or more of its purposes and except for reasonable reimbursement of expenses), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation is not formed organized for profit or to engage in any activities ordinarily carried on for profit. To that end, the Corporation shall be primarily supported by its membership assessments and other income from activities substantially related to its purposes

(c) 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)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) that constitute an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as amended from time to time, and the applicable rules and regulations thereunder.

ARTICLE IV: Registered Office and Registered Agent

The name of the Corporation's initial registered agent is Eddie Fernandez, P.A. and the street address of the Corporation's initial registered office is 135 W. Central Blvd., Suite 300, Orlando, Florida 32801. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE V: Name and Address of the Incorporator

The name and address of the incorporator is:

Gabriel Hernandez
5770 Hoffner Avenue, Suite 103
Orlando, Florida 32801

ARTICLE VI: Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect the purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power that would cause it not to qualify as an organization under Section 501(c)(6), as amended, or other relevant provisions of the Internal Revenue Code and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

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ARTICLE VII: Members

Members of the Corporation may consist of individuals and legal entities directly or indirectly engaged in the graphics industry; such members shall be voting members of the Corporation for the sole purposes of electing the Board of Directors and the Officers of the Corporation. Each member shall have one vote.

Members of the Corporation shall be elected by a majority vote of the Board of Directors.

The Board of Directors may establish other classes of members, with or without voting rights, who shall be elected or appointed by a majority vote of the Board of Directors, provided that such class of members share in the common business interest of the Corporation and its members.

ARTICLE VIII: Term

This Corporation shall have perpetual existence.

ARTICLE IX: Directors and Officers

The affairs of this Corporation shall be managed by a Board of Directors. The method of election of the Officers and Directors of the Corporation shall be provided for in the Bylaws of the Corporation. The number of directors shall be fixed by resolution of the Board of Directors and in no event shall the Corporation have less than three (3) directors. The initial Directors and Officers of the Corporation and their addresses shall be as follows:

Emmanuel Rojas -- Director, President and Chief Executive Officer

San Juan Tibas,
50 m norte del Restaurante Antojitos, Costa Rica

Hector Cordero -- Director and Vice President

Cto Interior Avenida Rio Churubusco 428 Del Carmen,
04100 Ciudad de Mexico, Mexico

Ruben Gutierrez -- Director and Secretary

San Francisco de Heredia
Avenida 3 Calle 66, Costa Rica

The Board of Directors may delegate some or all of their duties and responsibilities to an Executive Committee as provided for in the By-Laws to the extent permitted by Section 617.0825 of the Florida Statutes. Annual elections for the directors will be held on the date selected by the Board of Directors. The election shall be by a majority vote of the voting members of this

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Corporation in attendance at the annual meeting of the membership of this Corporation. Officers of the Corporation shall be elected annually by the directors pursuant to the bylaws.

ARTICLE X: BY-LAWS

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors and, thereafter, may be amended, altered, or repealed by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the By-Laws.

ARTICLE XI: Amendments

These Articles of Incorporation may be amended in the manner provide by law, except that Article XI may not be amended bon a vote of less than all of the directors.

ARTICLE XII: Dissolution

In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves qualify under the Internal Revenue Code of 1986, as amended, as a corporation not for profit, with purposes substantially similar to those of the Corporation, or to the Federal, state or local government for exclusive public purpose. 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 this Corporation is then located, exclusively for such purposes.

ARTICLE XIII: Indemnification

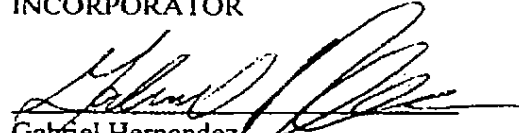
This Corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

EXECUTION PAGE TO FOLLOW

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IN WITNESS WHEREOF, I have set my hand and seal this 18 day of Sept, 2019.

INCORPORATOR

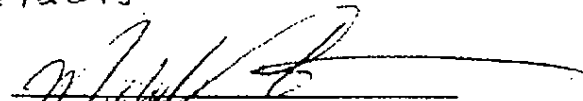

Gabriel Hernandez

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of SEPT, 2019, by Gabriel Hernandez, incorporator, who is personally known to me; or who has provided proof of identity in the form of FDL H 655280722450.




Signature of Notary Public

Print Name: MICHELLE CHANICKA-HAGADORN

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

CONFEDERACIÓN LATINOAMERICANA DE LA INDUSTRIA GRAFICA, INC.

2. The name and address of the registered agent and office is:


Eddie Fernandez, P.A.
135 W. Central Blvd., Suite 300
Orlando, Florida 32801

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:

Eddie Fernandez, P.A.

By: 
Eduardo J. Fernandez, President

Dated: ~~July~~ 18, 2019

September