

P19000011437

Division of Corporations

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Florida Department of State
Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: j1calisto@icloud.com

FLORIDA PROFIT/NON PROFIT CORPORATION**Red de Corazones, Inc.**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMITTAL

October 29, 2019

GREENBERG

SUBJECT: RED DE CORAZONES, INC.
REF: W19000095614

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H19000318485
Letter Number: 819A00022289

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**ARTICLES OF INCORPORATION
OF
Red de Corazones, Inc.
(a Florida Not for Profit Corporation)**

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SECRETARY OF
TALLAHASSEE, FLA.

**ARTICLE I.
NAME**

The name of the corporation shall be "*Red de Corazones, Inc.*" (hereinafter referred to as the "*Corporation*").

**ARTICLE II.
PRINCIPAL OFFICE**

The street address and mailing address of the principal office is 2831 South Bayside Drive Unit 707, Miami, Florida 33133.

**ARTICLE III.
PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code. Notwithstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code.

**ARTICLE IV.
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation, provided that there shall be at least three (3) directors.

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ARTICLE V.
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Thessa Navarro-Grau

17141 Collins Avenue #2501 Sunny
Isles, Florida 33160

Juan Luis Calisto Aguirre

2831 South Bayside Drive Unit 707
Miami, Florida 33133

Mariano Llosa Dergan

9130 S Dadeland Blvd #1400 Miami,
Florida 33156

ARTICLE VI.
MEMBERS

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

ARTICLE VII.
LIMITATIONS

A. 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 purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2), or the corresponding provision of any future United States internal revenue law.

ARTICLE VIII.
LIMITATION ON LIABILITY

To the fullest extent permitted by Sections 607 and 617, Florida Statutes, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, provided, however,

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such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's Registered Office in the State of Florida is to be located at 2831 South Bayshore Drive Unit 707, Miami, Florida 33133; and, the Registered Agent in charge of such Registered Office is Juan Luis Calisto Aguirre.

ARTICLE X.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 XI.

INCORPORATOR

The name of the sole incorporator of the Corporation is Travis M. Walker, c/o Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

The undersigned executes these Articles of Incorporation of Red de Corazones, this 29th day of October 2019.

TRAVIS M. WALKER, Incorporator

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CLERK OF
SOUTH FLORIDA
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**CONSENT OF REGISTERED AGENT
OF****Red de Corazones, Inc.**

The undersigned, Juan Luis Calisto Aguirre, having been named as registered agent to accept service of process for *Red de Corazones, Inc.*, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

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

Required Signature of Registered Agent

Date

10/25/2019

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.

Required Signature of Incorporator

Date

10/25/2019

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