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COVER LETTER

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

SUBJECT: ESPIRITU DE VIDA, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: GUILLERMO MARTINEZ, CPA PLLC
Name (Printed or typed)
10661 NORTH KENDALL DRIVE
Address
MIAMI, FLORIDA 33176
City, State & Zip
786-429-0827
Daytime Telephone number
gmartinez@floridatxadvisors.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

7019 0140 0001 1203 0128

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I - NAME

The name of the corporation shall be: **ESPIRITU DE VIDA, INC.**

ARTICLE II – PRINCIPAL OFFICE

Principal Street Address- **2521 SW 25TH TERRACE
MIAMI, FLORIDA 33133**

Mailing Address - **Same**

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MANNER OF ELECTION

As provided for in the corporation by laws.

ARTICLE V – INTIAL OFFICER AND/OR DIRECTORS

1. MIRIAM CACERES – President - Director
238 SW 122ND TERRACE
MIAMI, FLORIDA 33025
2. JONATHAN DRADA - Director
14840 NARANJA LAKES BLVD. APT 2F
HOMESTEAD, FLORIDA 33032
3. NATALIA CIPOLLA – Treasurer - Director
2521 SW 25TH TERRACE
MIAMI, FLORIDA 33133

ARTICLE VI – REGISTERED AGENT

GUILLERMO MARTINEZ
10661 NORTH KENDALL DRIVE, SUITE # 206A
MIAMI, FLORIDA 33176

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IX hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 from federal income tax under section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

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 Internal Revenue 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 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 IX

The corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for non-profit purposes.

ARTICLE X - Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- A.** With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty.
- B.** With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or
- C.** With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI - Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- A.** A breach of the Director's duty of loyalty to the Corporation;
- B.** An act or omission not in good faith by the Director or an act or omission that involved intentional misconduct or knowing violation of the law by the Director;
- C.** A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D.** An act of omission by the Director for which liability is expressly provided by statute.

ARTICLE XII - Membership

The Corporation shall have no voting members.

ARTICLE XIII - INCORPORATOR

JAIRO CIPOLLA
2521 SW 25TH TERRACE
MIAMI, FLORIDA 33133

ARTICLE XIV - DURATION

The period of the Corporation's duration is perpetual.

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



GUILLERMO MARTINEZ, Registered Agent

11-1-2019
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.



JAIRO CIPOLLA, Incorporator

11/1/2019
Date