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TALLAHASSEE, FLORIDA

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W21-34912



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2021

NICOLAS J. GUTIERREZ ENTERPRISES, LLP
1528 PALERMO AVENUE
CORAL GABLES, FL 33134

SUBJECT: SIEMPRE NORTE FOUNDATION, INC.
Ref. Number: W21000034912

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We have received your document for SIEMPRE NORTE FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee for your filing is \$70.00. Only \$35.00 was received. Please submit the remaining balance of \$35.00 so that your filing can be processed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 321A00005555

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TALLAHASSEE, FLORIDA

NICOLAS J. GUTIÉRREZ ENTERPRISES, LLP
1528 PALERMO AVENUE
CORAL GABLES, FLORIDA 33134

Telephone No.: (305) 343-3306
Facsimile No.: (305) 669-4603
Cell. No.: (786) 319-0768
E-mails: ngutierrez@gzflaw.com
nickgutierrez@bellsouth.net

February 10th, 2021

Via First-Class U.S. Mail

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

Re: Siempre Norte Foundation, Inc.

Dear Sir or Madam:

Attached please find the Articles of Incorporation for Siempre Norte Foundation, Inc., a Florida not-for-profit corporation, along with my corresponding check no. 1234 for the relevant filing fee.

Please do not hesitate to contact me directly, if there is anything else you need to complete this application.

Sincerely,


Nicolás J. Gutiérrez, Jr.

**NICOLAS J. GUTIÉRREZ ENTERPRISES, LLP
1528 PALERMO AVENUE
CORAL GABLES, FLORIDA 33134**

**Telephone No.: (305) 343-3306
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Please do not hesitate to contact me directly, if there is anything else you need to complete this application.

Sincerely,


Nicolás J. Gutiérrez, Jr.

**ARTICLES OF INCORPORATION OF
SIEMPRE NORTE FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida, as amended.

**I.
Name**

The name of this corporation is Siempre Norte Foundation, Inc. (the "Corporation"). The translation from Spanish to English-language of "siempre norte" is "always north".

**II.
Address**

The mailing and street address of the Corporation shall be:

9240 Southwest 190th Street
Cutler Bay, Florida 33157

**III.
PURPOSE**

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competitions, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of future federal tax legislation.

**IV.
Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation, if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights, except as provided for in the Bylaws.

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**V.
Registered Agent and Registered Office**

The name and Florida street address of the Corporation's registered agent is:

Nicolas J. Gutierrez, Jr.
1528 Palermo Avenue
Coral Gables, Florida 33134-6260

**VI.
Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry out any activities, except those permitted to be carried out by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, as amended, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Corporation to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

**VII.
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three (3). The election of Directors shall be done in accordance with the Bylaws. The Directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's initial Board of Directors is:

Teryliz Aguirre
Laiza Fernandez
Mary Manning
Tessie Martinez
Jose E. Miranda
Freddy Munoz
Francis Roig Ramos

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TALLAHASSEE, FLORIDA

VIII.

The name and address of the Corporation's Incorporator is:

Nicolás J. Gutiérrez, Jr.
1528 Palermo Avenue
Coral Gables, Florida 33134-6260

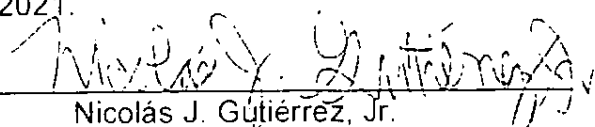
**IX.
Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax-exempt status under Code Section 501(c)(3), as amended.

**X.
Corporate Existence**

The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Corporation, and further acknowledged them to be my free and voluntary act, as of this 15th day of February, 2021.



Nicolás J. Gutiérrez, Jr.
Incorporator

Certificate of Designation of Registered Agent/Registered Office

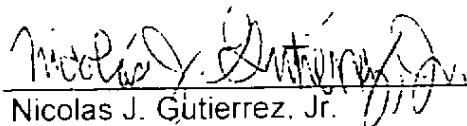
Corporation:

Siempre Norte Foundation, Inc.

Registered Agent/Office:

Nicolas J. Gutierrez, Jr.
1528 Palermo Avenue
Coral Gables, Florida 33134-6260

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Nicolas J. Gutierrez, Jr.

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