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**FLORIDA PROFIT/NON PROFIT CORPORATION
LATIN AMERICAN ASSOCIATION OF INSURANCE
AGENCIES OF**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
LATIN AMERICAN ASSOCIATION OF INSURANCE AGENCIES OF
MIAMI DADE, INC.

(A Florida Corporation Not for Profit)

We, the undersigned, being desirous of forming a corporation, not for profit, for educational, informational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do agree to the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be Latin American Association of Insurance Agencies of Miami Dade, Inc.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

This corporation is organized as a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and the general nature of the objects of this corporation shall be:

- a) To protect the rights of its members for the benefit of the consumer through education, information, networking and active participation in the political environment and community service.
- b) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.
- c) This corporation is organized exclusively for a public purpose to conduct its business in a manner as will qualify it as an exempt organization under the provisions of Section 501(c) 6 of the Internal

Revenue Code of 1986, as amended; and no part of the corporation's net earnings shall inure to or be for the benefit of any member, director, officer, or individual.

ARTICLE IV
ADDRESS AND MAILING ADDRESS

The address of the corporation shall be:

3710 Swallowtail Trace
Tallahassee, FL 32309

The mailing address of the corporation shall be:

2045 Biscayne Blvd., #132
Miami, FL 33137

The Board of Directors may, from time to time, change the mailing address of the corporation.

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent:

Capitol Corporate Services, Inc.
515 East Park Avenue
2nd Floor
Tallahassee, FL 32301

ARTICLE VI
MEMBERSHIP

The Association shall consist of itself as a Chapter Affiliate of the Latin American Association of Insurance Agencies, National Association, Inc. as the parent organization, who work on behalf of, by and for insurance professionals. There is one (1) category of members ("Members"): **Individual Insurance Professional Members:** individual professional insurance agent or individual insurance industry professional whose dues are current and who are in good standing ("Individual Insurance Professional Members").

The Corporation will be governed by the Board of Directors, as elected, pursuant to the procedures set forth in the By-Laws of this corporation. At a minimum, the Board of Directors will consist of four (4) Directors, with a maximum of thirteen (13) Directors, elected for a two (2) year term. After the first two (2) years the Association has been in operation the term of Officers and Directors shall be a one (1) year term. No Director shall serve more than four (4) years in the same position, unless an exception is made by resolution approved by 2/3 of existing Directors.

No member of the Board of Directors shall vote on any matter which comes before the Board of Directors, which would result in direct monetary gain to the director or any firm, partnership, corporation, or other business enterprise in which the director has any interest.

ARTICLE VII **PRESIDENT**

The President shall be elected by the Board of Directors pursuant to the procedures set forth in the By-Laws of this corporation.

ARTICLE VIII **MANAGEMENT OF CORPORATION**

The affairs of the corporation shall be managed by the Board of Directors. The board shall carry out the objectives of the corporation, in compliance with Articles of Incorporation and the By-Laws of the corporation.

The Officers of the Corporation shall be the Executive Committee and shall consist of the President, the Vice President, the Treasurer, and the Secretary. The Executive Committee shall possess the powers that have been specifically delegated to them in writing provided for in the By-Laws.

ARTICLE IX **ANNUAL MEETINGS**

There shall be at least six meetings of the Board of Directors. The number of any meetings, times, and locations thereof shall be fixed by the By-Laws.

ARTICLE X **INDEMNIFICATION**

X-1 Mandatory Indemnification – The Association shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

X-2 Permissible Indemnification – The Association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in a manner prescribed by law.

X-3 Advance for Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

- a. A written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- b. An undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

X-4 Indemnification of Officers, Employees and Agents – An Officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an Employee or Agent of the Association who is not a Director, consistent with Georgia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI AMENDMENTS

The corporation may amend, alter, or repeal any provision of the Articles of Incorporation in the manner now or hereinafter prescribed by the Florida Statute. Such amendments shall have prior approval by the Latin American Association of Insurance Agencies, National Association, Inc. and be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE XII **BY-LAWS**

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds (2/3) vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws may be altered, rescinded, or amended or new By-Laws may be adopted by a two-thirds (2/3) vote of the Latin American Association of Insurance Agencies, National Association, Inc. at any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting, at which a vote upon such proposal is to be taken.

ARTICLE XIII **DISSOLUTION**

In the event it becomes necessary to dissolve this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to one or more exempt organizations recognized under Section 501(c) 3 of the United States Internal Revenue Code. None of these assets will be distributed by or to any member, officer, or director of this corporation or any other entity. The organization(s) to receive such property shall be designated by the Board of Directors and approved by the Latin American Association of Insurance Agencies, National Association, Inc.

ARTICLE XIV **BOARD OF DIRECTORS**

The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Maria Vila	President	2045 Biscayne Blvd., #132 Miami, FL 33137
Amarilys L. Castro	Vice President	2045 Biscayne Blvd., #132 Miami, FL 33137
Julio Dominguez	Treasurer	2045 Biscayne Blvd., #132 Miami, FL 33137

Marvin Rivas	Secretary	2045 Biscayne Blvd., #132 Miami, FL 33137
Victor Rodriguez	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
— Silvia Villareal	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
— Jacob Menaker	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
— Guillermo Luis	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
Carlos Temperan	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
Marlen Sanchez	Director	2045 Biscayne Blvd., #132 Miami, FL 33137
Alberto Hallivis	Director	2045 Biscayne Blvd., #132 Miami, FL 33137

IN WITNESS WHEREOF, we have hereunto subscribed our names on the
18 day of July, 2021, to the foregoing Articles of Incorporation.

~~_____
 _____~~
 President

Secretary

STATE OF FLORIDA
 COUNTY OF Miami Dade

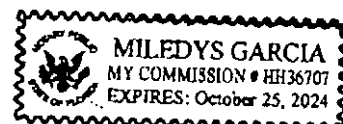
The foregoing instrument was acknowledged before me on this 18th day of
July, 2021, by Marla E. Vila and
Marvin Rivas, and who are to
 me well known, and known to me to be the person described in this instrument, and
 who executed the foregoing Articles of Incorporation, and who acknowledged before
 me according to law that they made and subscribed the same for the uses and
 purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County last aforesaid on
 this 18th day of July, 2021.

 NOTARY PUBLIC

My Commission Expires:

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DESIGNATION OF REGISTERED AGENT

The following is submitted in compliance with Chapter 607, Florida Statutes:
Latin American Association of Insurance Agencies of Miami Dade, Inc., a
corporation not for profit, organized under the laws of the State of Florida, with its
mailing address at 2045 Biscayne Blvd., #132, Miami, FL 33137, has named Capitol
Corporate Services, Inc. located at, 515 East Park Avenue, 2nd Floor, Tallahassee,
Florida 32301, as its agent to accept service of process within this State.

By: 

President, Latin American Association of
Insurance Agencies of Miami Dade, Inc.

ACCEPTANCE

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.

Capitol Corporate Services, Inc.

By: 

Taylor Seay, Asst. Sec. on behalf
of Capitol Corporate Services, Inc.

CORPORATE RESOLUTION

I, Maria Vila, President of Latin American Association of Insurance Agencies of Miami Dade, Inc., do hereby certify that the foregoing Articles of Incorporation consisting of seven pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the 18th day of July, 2021. Any amendments included herein have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

NAME OF CORPORATION:

LATIN AMERICAN ASSOCIATION OF INSURANCE
AGENCIES OF MIAMI DADE, INC.By: 

President

Attest: 

Secretary