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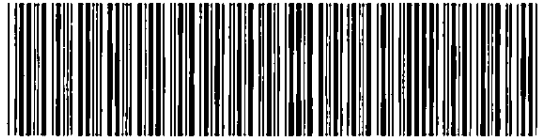
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**ARTICLES OF INCORPORATION**  
**OF THE MULTICULTURAL ALLIANCE OF HISPANIC DEVELOPMENT, INC**

A Florida "Non-Profit Corporation"

- A. **Name of Corporation:** The name of the corporation is the Multicultural Alliance of Hispanic Development, inc.
- B. **Principal office:** 13575 58<sup>th</sup> Street North #200, Clearwater Florida 33760-3721.
- C. **Mailing Address:** The mailing address of the corporation is 13575 58<sup>th</sup> Street North # 200, Clearwater, Florida. 33760-3721.
- D. **Register Agent:** The Registered Agent of the corporation is Virginia Obando and the address of the agent is 13575 58<sup>th</sup> Street North #200, Clearwater, Florida 33760-3721.
- E. **Duration/ membership:** The period of duration is perpetual, the qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. **Board of Directors:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. **Incorporators:** The name and address of the incorporator is:  
Jorge Luis Cisneros, 426 2<sup>nd</sup>. Ave Apt. A Dunedin Florida 34698  
José Martin Duran Subero, 8695 53<sup>rd</sup> Way Pinellas Park, Florida 33782  
Julio Cesar Mesa Gonzalez, 8440 55<sup>th</sup> St N. Pinellas Park, Florida 33781
- H. **Corporate Purposes:** The purpose of which this corporation is formed is to pursue charitable, social, and educational, that consists of the following:
1. The corporation is formed exclusively for charitable and educational purposes within the meaning of sections 501 (c) (3) of the Internal Revenue Code of 1986 on the corresponding provision of any future United States Internal Revenue Law.
  2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests funds, and foundations organized and operate exclusively for charitable or educational purposes, no part of net earnings of which inures to the benefit of any private shareholder or individual, and non-substantial part of the activities of which is carrying of propaganda, or otherwise attempting to influence legislation.
  3. To do any all-lawful activities which may be necessary, useful, or desirable, for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, or either alone, in conjunction or cooperation with others, whether such other be persons or organizations of any kind or nature, such as corporations, firms, associations, trust, institutions, foundations, or government bureaus, departments, or agencies.

4. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986 of the corresponding provision of the United States Internal Revenue Law.

I. **501 ( c ) ( 3 ) Limitations:**

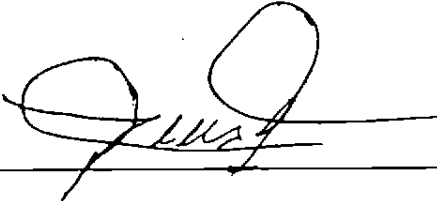
1. **Corporate Purposes:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State Income tax under section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.
2. **Exclusivity:** The Organization is organized exclusively for charitable, social, and educational purposes.
3. **No private Inurement:** The corporation is not organized nor shall be operated for the primary purposes of generating pecuniary gain or profit. The corporation shall not distribute any gains, profit, or dividends to the directors, officers, or members thereof or to any individual except as reasonable compensation for services performed in carrying out the Corporation's charitable, social, and educational purposes. The property, assets, profits, and net income of the corporation are irrevocably dedicated to charitable, social, and educational purposes, no part of which shall inure to the benefit of any individual.
4. **Lobbying and Political Campaigns:** No substantial part of the activities of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **Dissolution:** Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 ( c ) ( 3 ) on the Internal Revenue Code of 1986 to be used exclusively for charitable, social, and educational purposes. If the corporation holds any assets in trust such assets shall be disposed of in such a manner as may be directed by decree of the circuit court of the district in which the corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"Private Foundation" Provisions:** In the event that this corporation is considered to be a private foundation by the US International Revenue Service under provisions of the United States Code the following provisions apply:
  - a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
  - b) The corporation will not engage in any act of self-dealing as defined in section 4941 ( d ) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - c) The corporation will not retain any excess business holdings as defined in section 4943 ( c ) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

- d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code.
- e) The corporation will not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

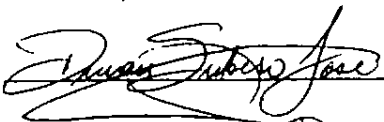
J. **Indemnification:** Any Person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him ( or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive or any other rights to which such Director or Officer (or such heirs, executor of administrators) may be entitled apart from this article.

#### Execution

These Articles of Incorporation are hereby executed by the incorporator on this 03 day of November 2023



Jorge Cisneros




José Martin Duran Subero



Julio Cesar Mesa Gonzalez

#### REGISTER AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as a registered agent for the Multicultural Alliance of Hispanic Development, Inc., a Florida not-for-profit corporation.



Virginia Obando

Date: 11-03-2023

**BYLAWS OF**  
**MULTICULTURAL ALLIANCE of HISPANIC DEVELOPMENT INC**  
**MAHD**

The name of the Organization is the **MULTICULTURAL ALLIANCE FOR HISPANIC DEVELOPMENT** the organization is organized in accordance with the Florida not-for-profit Corporation Act as amended. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributed to corporations or benefit the trustees, directors, officers, or other individuals. The assets or income shall be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employers and independent contractors for the services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Our purpose is to support and find opportunities for the Hispanic and Latino communities to develop their capacities to contribute positively the society; finding resources for health and education to succeed in their personal, professional, and social lives. To enhance the opportunities for financial stability and better quality of life.

The organization is recognized exclusively for the purpose of pursuing section 501 ( c ) ( 3 ) of the Internal Revenue Code.

**MEETINGS**

**Section 1. Annual Meetings.** An Annual Meeting shall be held each calendar year for the purpose of electing directors and for the transaction of such other business as they properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings may be requested by the president of the board of directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a manner pursuant to which the member can read or hear the proceedings substantially. Concurrent with the occurrence of the proceedings, note matters submitted to the members, pose questions and make comments. Two staff member representatives will be invited to the meeting to participate and inform about the activities, and to generate better communication between the board and staff.

**Section 3. Notice.** Written notice of all be provided under this section or as otherwise required by law. The notice shall state the place, date, and hours of the meeting, and if for the special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown in the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in the ordinary US. Mail, properly addressed, with postage prepaid.

**Section 4. Place of Meetings.** The meeting shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors any or all directors to participate in a regular or special meeting by, or conduct the meeting using, any means of communications by which all Directors participating may simultaneously hear each other during this

meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the directors shall constitute a Quorum at the meeting. In the absence of a Quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that may have been transacted at the meeting as originally scheduled. The directors present at the meeting, presented by the quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representations of less than a quorum.

## ARTICLE II

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 3 or more directors.

**Section 2. Election and term of office.** The directors shall be elected at the annual meeting, and each Director shall serve a term of 1 year or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the termination of a quorum of the directors or voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meetings.** The board of directors shall meet immediately after the election for the purpose of electing its new officers, appointing a new committee chairperson, and transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the president, Vice-president, Secretary, or any two directors by providing five days written notice by ordinary United States mail effective when mail Minutes of the meeting shall be sent to the board of directors, within two weeks after the meeting. A special meeting of members is not required to be held at the geographic location if the meeting is held by means of the Internet or other electronic communication technology, in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note of matters submitted to the members, pose questions, and make comments.

**Section 7. Procedures.** The vote of the majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these by-laws for the particular resolution. A director of the organization who is present at the meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, or of a committee of directors, may be taken without a meeting if consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors as the case may be.

**Section 9. Removal/Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether the death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

### ARTICLE III

#### OFFICERS

**Section 1. Number of officers.** The officers of the organization shall be a President, one or more vice presidents (as determined by the Board of Directors), and a Secretary, two or more officers may be held by one person. The President may not serve concurrently as a Vice President.

**President Chairman.** The President must be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and the Executive committee If such a committee is created by the board.

**Vice-President.** The Vice-president shall perform the duties of the president in the absence of the President and shall assist that office in the discharge of its leadership duties.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of directors, and shall have the authority to certify any records as the official records of the organization. The Secretary may maintain the minutes. The Secretary shall maintain the Minutes of the Board of Directors meetings and all committee minutes.

**Treasurer.** The treasurer is responsible for managing the financial resources of the organization, including budgeting, forecasting, tracking, and reporting on financial performance, and is entrusted to manage public funds. The treasurer shall have great trust and integrity, and prepare financial reports that are clear, accurate, and timely to earn public trust in the organization. The treasurer shall take the lead in helping the rest of the board form financial policies such as who can access funds, who has check-signing authority, how expenses get reimbursed, use of the organization's credit card, and handling of small cash expenses. The treasurer usually opens the bank account, manages cash flow, and reconciles bank statements.

**Section 2. Election and term of office.** The Officers can reside outside of Florida or outside the United States, and they shall serve a one-year term or until the successor has been elected and qualified for the organization. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately following the annual meeting.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization, any vacancy that occurs for any reason must be filled by the Board of Directors.

### ARTICLE IV

#### CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organizations shall not have a corporate seal, all the instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real state shall be executed by the President

or any Vice President, Secretary, or Treasurer. All the instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer (s) or agent (s) that are specifically designated by resolutions of the Board of Directors.

## ARTICLE V

### AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at a regular or special meeting. The text of the proposed change should be distributed to all board members at least ten (10) days before the meeting.

## ARTICLE VI

### DISOLUTION

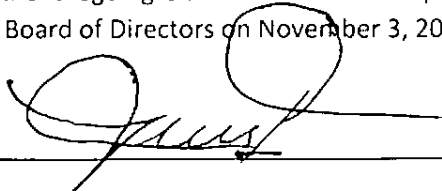
The organization may be dissolved only with authorization of its Board of Directors given at the special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under section 501 ( c ) (3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certifications:

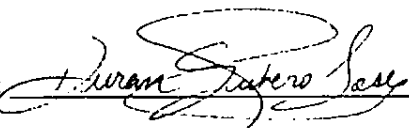
Jorge Luis Cisneros, **CEO and President**, Jose Martin Duran Subero **Vice President**, and Julio Cesar Mesa Gonzalez **Secretary** of the **Multicultural Alliance of Hispanic Development** MAHD Certified that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on October 06, 2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on November 3, 2023

By: 

Jorge Luis Cisneros **CEO - Presidente**

Date: 11-03-2023

By: 

Jose Martin Duran Subero **Vice President**

Date: 11-3-2023

By: 

Julio Cesar Mesa Gonzalez **Secretary**

Date: 11-03-2023

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