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MIAMI, FLORIDA 33145

TELEPHONE/FAX: (305) 445-3367

January 10, 1995

NP 600000416

Department of State  
Bureau of Corporations  
Box 632  
Tallahassee, Florida 32311

600001387416  
-01/24/95--01016--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: MIAMI PERUVIAN LIONS CLUB, INC.

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Incorporation and my check in the amount of Seventy Dollars, (\$70.00) computed as follows:

Filing Fee	35.00
Registered Agent	35.00
Designation	

If these meet with your approval, kindly return to me proof of articles having been filed.

Thank you.

Very truly yours,



Jane E. Hendricks

ARTICLES OF INCORPORATION

OF

MIAMI PERUVIAN LIONS CLUB, INC.

(organized pursuant to Chapter 617 Florida Statutes)

FILED  
65 JUN 23 PM 1:45  
HONOLULU, HAWAII

ARTICLE I - NAME

The name of this corporation is MIAMI PERUVIAN LIONS CLUB, INC. The principal office mailing address is 3191 Coral Way suite 115 Miami, Florida 33145.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is a nonprofit corporation and is not organized for pecuniary profit or for the private gain of any person. It is organized for charitable, educational, fellowship and service-minded purposes under Chapter 617 Florida Statutes, Not For Profit Corporation Act. It shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. Its functions include, but are not limited to:

- \* creating and fostering a spirit of understanding among the peoples of the world;
- \* promoting the principles of good government and good citizenship;
- \* taking an active interest in the civic, cultural, social and moral welfare of the Miami community in general and the Miami Peruvian community, specifically;
- \* uniting, in general, all Lions Clubs and specifically the Miami Peruvian Lions Club and the Miami and Peruvian communities in the bonds of friendship, good fellowship and mutual understanding;
- \* providing a forum for the open discussion of all matters of public interest, provided, however, that partisan politics and sectarian religion shall not be debated by club members;
- \* encouraging service-minded people to serve their Miami community in general and the Miami Peruvian community specifically, without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

It shall do and transact all such business necessary, incidental to or in any way connected with said functions.

#### ARTICLE IV - DIRECTORS

The Board of Directors shall be elected or appointed as set forth in the Bylaws.

#### ARTICLE V - POWERS

This Corporation is organized and operated exclusively for charitable, educational, fellowship and service-minded purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

This Corporation shall have all the powers of a natural person and, as provided by law, subject only to limitations imposed by these Articles and the Bylaws of this Corporation. This Corporation shall not carry on any other activities not permitted (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

Otherwise, this Corporation shall have all powers set forth in Florida Statute 617.0302 and 617.0303.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 10820 SW 88th St apt. S-2 Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is Natan Sterental.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is: Alfredo Madueño 3191 Coral Way suite 115 Miami, Florida 33145.

#### ARTICLE VIII - BOARD OF DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation Bylaws, the business and affairs of this Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The Directors named herein as the initial Directors shall hold office until the first meeting of the Member(s) of the Corporation, at which time a new Board of Directors shall be elected or appointed

as provided for in the Corporation Bylaws. The names and addresses of the initial directors of this corporation are:

Alfredo Madueño 135 SW 116 Avenue Miami, Fl. 33174.

Leslie Alberto Llanza 505 NW 72 Avenue Miami, Fl. 33126.

Natan Sterental 10820 SW 88th Street apt. S-2 Miami, Fl. 33176.

#### ARTICLE IX - OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such additional officers as the Bylaws of this Corporation may authorize. An individual may serve in more than one position. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) in such manner as prescribed by the Bylaws. The name and address of each initial officer of the corporation is as follows:

Alfredo Madueño (president/secretary) 135 SW 116 Avenue Miami, Fl. 33174.

Leslie Alberto Llanza (vice-president/treasurer) 505 NW 72 Avenue Miami, Fl. 33126.

#### ARTICLE X - MEMBERS

The Corporation shall have member(s) distinct from the Board of Directors. The admission and qualification(s) of the Member(s) of the Corporation shall be as set forth in the Corporation's Bylaws.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Member(s) of the Corporation acting in accordance with law and as set forth in the Corporation Bylaws.

a. The Miami Peruvian Lions Club, Inc. adopts and makes its own the Constitution and Bylaws of the Lions Club International.

#### ARTICLE XII - PRIVATE PROPERTY

The private property of the Member(s) and Officers of this Corporation and the Board of Directors shall be exempt from liability for the debts of this Corporation.

#### ARTICLE XIII - NONSTOCK BASIS

This Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares of any type or class of stock, but may have membership certificates if so provided in the Bylaws.

#### ARTICLE XIV - DEDICATION AND DISSOLUTION OF ASSETS

All the property and assets of this Corporation are dedicated to charitable, educational, fellowship and service-minded purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986.

No part of said property or assets shall inure to the benefit of any Member, Director or Officer of this Corporation or to the benefit of any private individual. However, reasonable compensation may be paid to employees or consultants for services rendered to or for the Corporation affecting one or more of its purposes.

Upon the dissolution, winding up or abandonment of the Corporation, the Member(s) of the Corporation shall, after payment, or provision for payment, of all debts and liabilities of this Corporation, dispose of all assets of the Corporation to such an organization or organizations as the Member(s) choose which are organized and operated exclusively for charitable or educational purposes as shall at that time have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

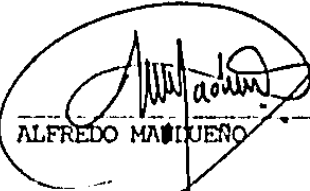
#### ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XVI - AMENDMENT

Amendments to these Article of Incorporation may be adopted only by the Member(s) of the Corporation acting in accordance with law and the Corporation's Bylaws.

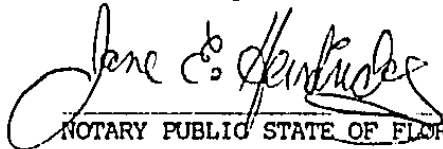
IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation for the purpose of forming this Corporation Not For Profit under the laws of the State of Florida this 14 day of ~~September~~, 1994. October

X   
ALFREDO MANDUENO

STATE OF FLORIDA )  
                          SS  
COUNTY OF DADE )

October The foregoing instrument was acknowledged before me this 14 day of ~~September~~, 1994 by ALFREDO MANDUENO who is personally known to me and who did take an oath and who acknowledged to me to be the person who executed the foregoing articles of incorporation.

OFFICIAL NOTARY SEAL  
JANE E. HENDRICKS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC227551  
MY COMMISSION EXP. OCT. 3, 1996

  
NOTARY PUBLIC STATE OF FLORIDA  
JANE E. HENDRICKS


MY COMMISSION EXPIRES:

MIAMI PERUVIAN LIONS CLUB, INC. names as the Corporation's registered agent for service of process at the address given:

NATAN STERENTAL 10820 SW 88th Street apt. S-2 Miami, Fl. 33176

CONSENT OF REGISTERED AGENT

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

  
REGISTERED AGENT  
Natan Sterental

TALLAHASSEE

95 JAN 13 PM 1:15