

N96000003208

HIALEAH MIAMI LAKES BAR ASSOCIATION  
24 East 5 Street, Suite 2E  
Hialeah, Florida 33010

May 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Hialeah Miami Lakes Bar Association  
Not for Profit Corporation

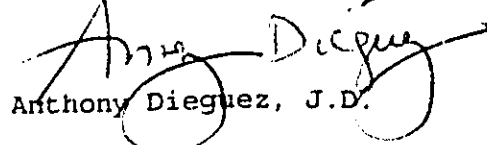
Gentlemen:

Enclosed please find a check in the amount of \$78.75 representing your fee for the incorporation of Hialeah Miami Lakes Bar Association.

The amount enclosed represents \$35.00 for filing fees, \$35.00 for designation of registered agent and \$8.75 for certification.

Your immediate attention to this matter will be appreciated.

Yours cordially,

  
Anthony Dieguez, J.D.

AD/dla  
Enclosures

ANTHONY DIEGUEZ, P.A.  
1840 W. 49 STREET, SUITE 411  
HIALEAH, FLORIDA 33012

FILED  
JUN 17 AM 9:09  
TALLAHASSEE, FLORIDA

96-12283

JUN 10 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1996

ANTHONY DIEGUEZ, P.A.  
1840 W 49 ST., STE. 411  
HIALEAH, FL 33012

SUBJECT: HIALEAH MIAMI LAKES BAR ASSOCIATION, INC.  
Ref. Number: W96000012253

We have received your document for HIALEAH MIAMI LAKES BAR ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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 (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 396A00028714

**HIALEAH MIAMI LAKES BAR ASSOCIATION**  
24 East 5 Street, Suite 2E  
Hialeah, Florida 33010

June 12, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314  
**ATTN: SANDY NG**

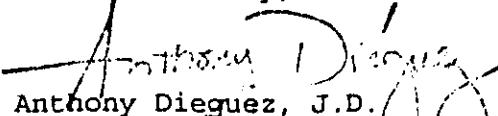
Re: Hialeah Miami Lakes Bar Association  
Not for Profit Corporation  
Ref. No. W96000012253  
Letter No. 396A00028714

Dear Ms. Ng:

Enclosed please find the Articles of Incorporation which have been corrected pursuant to your correspondence of June 10, 1996, regarding the above.

Should you have any questions, please do not hesitate to contact the undersigned.

Yours cordially,

  
Anthony Dieguez, J.D.

AD/dla  
Enclosures

**ARTICLES OF INCORPORATION  
OF**

**HIALEAH MIAMI LAKES BAR ASSOCIATION, INC.**

**FILED**  
96 JUN 17 AM 9:09  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE I**

Name:

The name of the corporation shall be: HIALEAH MIAMI LAKES BAR ASSOCIATION, INC., which corporation shall hereinafter be referred to as the "Corporation".

**ARTICLE II**

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be, 24 East 5 Street, Suite 2E, Hialeah, FL 33010

**ARTICLE III**

Purpose

This organization shall be for the purpose of a local association of attorneys at law dedicated to the improvement of the competency and ethics in the practice of law

**ARTICLE IV**

Manner of Election of Directors

1. The affairs of the corporation shall be managed by a Board consisting of a number of directors which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number. In the absence of determination as to the number of members, the Board of Directors shall consist of at least three (3) directors.

2. The Directors of the corporation shall be elected at the annual meeting of the members of in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by the remaining Directors.

4. The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names
Carlos Rippes, 24 East 5 St., Ste. 2E, Hialeah, FL 33010
Anthony Dieguez, 1840 W. 49 St., Ste. 411, Hialeah, FL 33012
Mark Penzer, 1840 W. 49 St., 5th Floor, Hialeah, FL

5. Carlos Rippes shall serve as the Chairman of the first Board of Directors.

#### ARTICLE V

##### Limitation of Corporate Powers:

The corporation shall have the following powers:

1. The corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as hereinabove set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporations without limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member,

trustee, or officer of said corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

8. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10. The powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

## ARTICLE VI

### Initial Registered Agent and Street Address

The street address of the initial registered office of the corporation is 24 East 5 Street, Ste. 2E, Hialeah, FL 33010 and the name of the initial registered agent at such address is: Carlos Rippes

ARTICLE VII

Incorporators

The names and addresses of the incorporator is: Anthony Dieguez  
1840 W. 49 St., Suite 411, Hialeah, FL 33012

IN WITNESS WHEREOF, I subscribed my name, this 21<sup>st</sup> day of  
May, 1996.

Anthony Dieguez  
ANTHONY DIEGUEZ, J.D.

STATE OF FLORIDA     )  
                              ) S.S.  
COUNTY OF DADE     )

On this 21<sup>st</sup> day of May, 1996, before me the  
undersigned officer, personally appeared, Anthony Dieguez, to me  
to be the person whose name is subscribed to in the within  
statement, and acknowledged that he executed the same for the  
purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal.

Personally known XX

Provided Driver's License  
as form of I.D.       

Debra Levine Aleman  
Notary Public, State of Florida  
Debra Levine Aleman

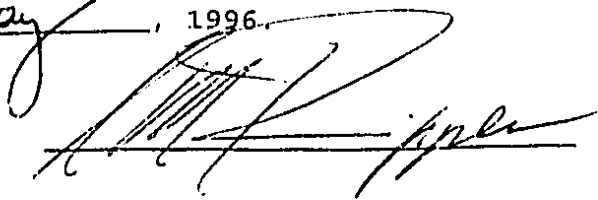
MY COMMISSION EXPIRES:



**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designation in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 21 day of May, 1996.

A handwritten signature in dark ink, appearing to be "M. R. Jones", is written over a horizontal line.

**FILED**  
96 JUN 17 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA