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AME: UNION CULTURAL LATINA, A NON PROFIT CORP.

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DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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Secretary of State

December 6, 1996

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SUBJECT: UNION CULTURAL LATINA, INC.  
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ARTICLES OF INCORPORATION  
OF  
UNION CULTURAL LATINA, INC.

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The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I  
CORPORATE NAME

The name of the Corporation is UNION CULTURAL LATINA, INC., located at 11 SW 19 ROAD, MIAMI, FLORIDA 33129.

ARTICLE II  
INITIAL PRINCIPAL OFFICE

The Initial Principal Office of this Corporation in the State of Florida shall be: 11 SW 19 ROAD, MIAMI, FLORIDA 33129.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE III  
DURATION

The duration of the Corporation is perpetual.

ARTICLE IV  
NATURE OF BUSINESS AND POWERS

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations

Prepared By:  
Francis E. Santana, Esq.  
28 N. Flagler St., Suite 500  
Miami, Florida 33130  
FL Bar No. 270970  
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that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be: the advancement of Latin culture.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into perform any carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or 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 corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from

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taxation under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
13. The By-Laws may impose other conditions of membership from time to time.

#### ARTICLE IV

The manner in which the directors are elected or appointed shall be: by majority vote of the members.

#### ARTICLE V

The name and street address of the initial registered agent shall be:

Francis X. Santana, Esq.  
28 W. Flagler Street  
Suite 500  
Miami, Florida 33130

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#### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Francis X. Santana, Esq.  
28 W. Flagler Street  
Suite 500  
Miami, Florida 33130

#### ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

JESUS FUERTES,	President, 11 SW 19 ROAD, MIAMI, FL 33129,
HENRY DIAZ,	Secretary, 11 SW 19 ROAD, MIAMI, FLORIDA 33129.

#### ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of 3 persons whose names and addresses are as follows and who shall serve as Directors until the first election:

JESUS FUERTES	11 SW 19 ROAD, MIAMI, FL 33129.
HENRY DIAZ	11 SW 19 ROAD, MIAMI, FLORIDA 33129.
PEGGY VAN DYCK	11 SW 19 ROAD, MIAMI, FLORIDA 33129.

#### ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of the corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether

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any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.


#### ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called specially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

#### ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation, this 4th day of December, 1996.

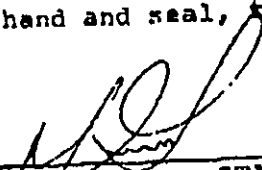
  
FRANCIS X. SANTANA, Incorporator

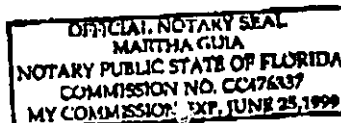
STATE OF FLORIDA       )  
                              :       SS  
COUNTY OF DADR       )

BEFORE ME, the undersigned authority, personally appeared FRANCIS X. SANTANA, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 4th day of December, 1996.

Personally known to me or has  
produced \_\_\_\_\_ as  
identification and did/did not  
take an oath.

  
NOTARY PUBLIC - STATE OF  
FLORIDA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That UNION CULTURAL LATINA, INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 11 SW 19 ROAD, MIAMI, FLORIDA 33129, has named: FRANCIS X. SANTANA, ESQ., with post-office address at 28 West Flagler Street, Suite 500, Miami, Florida 33130, as its Agent to accept Service of Process within this State.

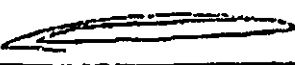
  
 FRANCIS X. SANTANA, Incorporator

DATE: December 4, 1996

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been made to accept Service of Process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

  
 FRANCIS X. SANTANA  
 Registered Agent