

N96000006454

MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT

ATTORNEYS AT LAW

STEPHEN W. PICKERT\*

\*MEMBER OF THE FLORIDA BAR

SUITE 710  
201 EAST PINE STREET

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-3341  
TELEFAX (407) 843-3048

ATLANTA OFFICE  
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ATLANTA, GEORGIA 30309

CHICAGO OFFICE  
O'BRIEN, O'ROURKE & HOGAN  
SUITE 830  
135 SOUTH LA SALLE STREET  
CHICAGO, ILLINOIS 60603

December 2, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*122.50 \*\*\*\*122.50

Re: Casa de México de la Florida Central, Inc.

House of Mexico of

Dear Sir or Madam:

Central Florida, Inc.

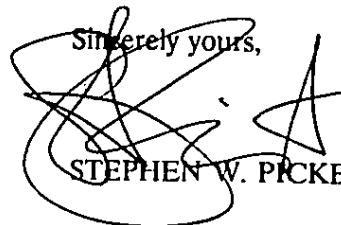
Enclosed are the original and one copy of the Articles of Incorporation of Casa de México de la Florida Central, Inc., a Florida not for profit corporation, and an executed Certificate of Designation of Registered Agent/Registered Office. Please file the articles of incorporation and return to our office a certified copy with the applicable filing information in the enclosed self-addressed stamped envelope. We are enclosing a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
<b>TOTAL</b>	<b>\$122.50</b>

FILED  
96 DEC 16 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your prompt attention to this matter.

Sincerely yours,

  
STEPHEN W. PICKERT

SWP/msn  
Enclosures

W-25872  
KR 12.10

12-18-96  
KR

**.MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT**

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**STEPHEN W. PICKERT\***

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135 SOUTH LA SALLE STREET  
CHICAGO, ILLINOIS 60603

December 12, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Casa de Mexico de la Florida Central, Inc.  
Reference No. W9600025872

Dear Sir/Madam:

In response to your December 10, 1996 letter (letter no. 996A00055131), please find enclosed the signed Certificate of Designation of Registered Agent/Registered Office. Also, the English translation of Casa de Mexico de la Florida Central, Inc. is House of Mexico of Central Florida, Inc.

Should you have any further questions or concerns regarding this matter, please contact our office immediately.

Sincerely,



STEPHEN W. PICKERT

SWP/pm  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

DEC 12 1996

December 10, 1996

MOYE O'BRIEN O'ROURKE HOGAN & PICKERT  
201 EAST PINE STREET  
SUITE 710  
ORLANDO, FL 32801

SUBJECT: CASA DE MEXICO DE LA FLORIDA CENTRAL, INC.  
Ref. Number: W96000025872

CIRCULATE TO:

<input type="checkbox"/>	JEM	_____
<input checked="" type="checkbox"/>	SWP	_____
<input type="checkbox"/>	NEM	_____
<input type="checkbox"/>	GSM	_____
<input type="checkbox"/>	BLC	_____
<input type="checkbox"/>	PJK	_____
<input type="checkbox"/>	ARK	_____
<input type="checkbox"/>	FILE	_____

We have received your document for CASA DE MEXICO DE LA FLORIDA CENTRAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 996A00055131

**ARTICLES OF INCORPORATION**  
**OF**  
**CASA DE MÉXICO DE LA FLORIDA CENTRAL, INC.,**  
**a Florida non-profit corporation**

The undersigned incorporator, for the purpose of forming a non-profit corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be: Casa de México de la Florida Central, Inc.

**ARTICLE II - OFFICE AND ADDRESS**

The mailing address of this corporation shall be: 400 South Orange Avenue, 9th Floor  
Orlando, Florida 32801

The street address of this corporation shall be: 400 South Orange Avenue, 9th Floor  
Orlando, Florida 32801

**ARTICLES III - DURATION**

The term of existence of this corporation shall be perpetual; and this corporation shall come into existence upon the date these articles are filed by the Department of State.

**ARTICLE IV - PURPOSE**

The purposes for which this corporation is formed are:

1. Primarily to operate a non-profit organization to provide a source of historical and cultural information about Mexico, its people, its contributions to Orlando and to Central and Northern Florida; to provide a focal point for an accurate portrayal of Mexican traditions and culture, as well as of Mexican folkloric and artistic expressions, past and present, for local residents, visitors and school age children; to provide a central location for educational programs for school age children, resources for advanced studies, educators, historians, artists, artisans, and anthropologists; and to organize and promote, in conjunction with local entities, educational, health and athletic programs for the benefit of the community at large of Central and Northern Florida;
2. Generally to have and exercise all rights and powers conferred upon non-profit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, acquire or sell real or personal property, and to make donations for the public welfare; and

3. Notwithstanding any of the above statements, purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

#### ARTICLE V - DIRECTORS

The method of election and removal of the directors of this corporation is set forth in the by-laws.

#### ARTICLE VI - RESTRICTIONS ON CORPORATE PURPOSE

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 that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they exist or as they may hereafter be amended.
2. This corporation shall issue no stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, 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, 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, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
7. The corporation shall not make any taxable expenditures as defined in Section 464(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from 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 the Regulations as they now exist or as they may hereafter be amended.
9. 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 (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 a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be located at Suite 710, 201 East Pine Street, Orlando, Florida 32801. The initial registered agent of the corporation at that address shall be Stephen W. Pickert.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing is:

STEPHEN W. PICKERT, Esq.  
201 E. Pine Street, Suite 710  
Orlando, Florida 32801

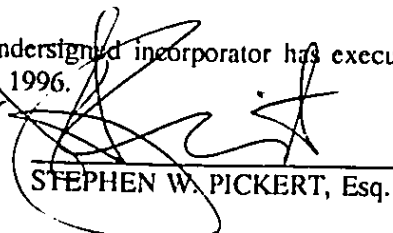
ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

The power to alter, amend or repeal these articles of incorporation shall be vested in the Board of Directors of this corporation and shall be accomplished at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors of this corporation and shall be accomplished at a meeting of the Board of Directors by a majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 2nd day of November, 1996.  
December

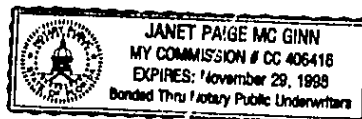
  
STEPHEN W. PICKERT, Esq.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before this 2nd day of December, by  
Stephen W. Pickert.

  
NOTARY PUBLIC

My Commission Expires: Janet Paige McGinn



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not for Profit Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

**Casa de Mexico de la Florida Central, Inc.**

2. The name and address of the registered agent and office is: Stephen W. Pickert, Esq., 201 East Pine Street, Suite 710, Orlando, Florida 32801.

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signed: \_\_\_\_\_

Date \_\_\_\_\_

FILED  
96 DEC 16 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA