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NAME: IMPACTO YOUTH PROGRAM, INC.

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Sandra B. Mortham
Secretary of State

October 27, 1997

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
IMPACTO YOUTH PROGRAM, INC.

The undersigned, subscribed to these Articles of Incorporation, a natural person competent to contract, thereby forms a corporation for non-profit under the Laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is IMPACTO YOUTH PROGRAM, INC., and its principal place of business shall be at 10141 S.W. 40th Street, Miami, Florida 33165.

ARTICLE II

CORPORATE NATURE

This is nonprofit corporation, organized for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSE

"The purpose of the corporation is exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

Prepared by: Alejandro Nunez, Esq. Florida Bar No. 768812
1607 Ponce de Leon Blvd., Suite 101, Coral Gables, FL 33134
(305) 774-6222

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The specific and primary purpose for which this corporation is formed are:

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the counseling of persons, including but not limited to those who have been placed in foster care or who are referred to our program by Juvenile Court Judges or the Florida Department of Housing and Rehabilitative Services.

C. To operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V

MANAGEMENT OF CORPORATION AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than Five (5) Directors of which Four (4) may be unrelated. The number of Directors of the corporation shall be Five, provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the Board of Directors shall hold office until the next meeting of members at which time an election of Directors shall be held.

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Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until, the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 1607 Ponce DeLeon Blvd., Suite 101, Coral Gables, Florida 33134, on January 2nd of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Director under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to act accordingly. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors are as follows:

NAME

ADDRESS

LUIS RAUL PADRON

5987 S.W. 91st Street
Miami, Florida 33156

GLADYS J. LOZADA

9810 S.W. 73rd Street
Miami, Florida 33173

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RAUL GOMEZ MOLINA JR.	5120 S.W. 156 Place Miami, Florida 33185
CARMEN LISSETTE ROMAN	5987 S.W. 91st Street Miami, Florida 33156
KAREN MARQUEZ-MOLINA	5120 S.W. 156 Place Miami, Florida 33185

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Senior Vice-President, Secretary, Treasurer, and Vice-President and such other officers as the By-Laws of this corporation may authorize the Directors to elect at the annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	<u>NAME</u>	<u>ADDRESS</u>
President:	LUIS RAUL PADRON	5987 S.W. 91st Street Miami, Florida 33156
Senior V-P:	GLADYS J. LOZADA	9810 S.W. 73rd Street Miami, Florida 33173
Secretary:	RAUL GOMEZ MOLINA JR.	5120 S.W. 156 Place Miami, Florida 33185
Treasurer:	CARMEN LISSETTE ROMAN	5987 S.W. 91st Street Miami, Florida 33156
Vice-Pres:	KAREN MARQUEZ-MOLINA	5120 S.W. 156 Place Miami, Florida 33185

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purpose set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal 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) of (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose of all 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, education,

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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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LUIS RAUL PADRON	5987 S.W. 91st Street Miami, Florida 33156
GLADYS J. LOZADA	9810 S.W. 73rd Street Miami, Florida 33173
RAUL GOMEZ MOLINA JR.	5120 S.W. 156 Place Miami, Florida 33185
CARMEN LISSETTE ROMAN	5987 S.W. 91st Street Miami, Florida 33156
KAREN MARQUEZ-MOLINA	5120 S.W. 156 Place Miami, Florida 33185

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ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1607 Ponce de Leon Blvd., Suite 101, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be ALEJANDRO NUNEZ, ESQ.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Article or Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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We the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 15th day of OCTOBER, 1997.

WITNESSED BY:

Karina Torres
Print Name Karina Torres

Emma Insua
Print Name Emma Insua

Karina Torres
Print Name Karina Torres

Emma Insua
Print Name Emma Insua

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Print Name Karina Torres

Emma Insua
Print Name Emma Insua

Luis Raul Padron
LUIS RAUL PADRON, President

Gladys J. Lozada
GLADYS J. LOZADA, Senior V-P.

Raul Gomez Molina Jr.
RAUL GOMEZ MOLINA JR, Secretary

Carmen Lisette Roman
CARMEN LISSETTE ROMAN, Treasurer

Karen Marquez Molina
KAREN MARQUEZ-MOLINA, Vice-President

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STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 15th day of OCTOBER, 1997, by LUIS RAUL PADRON, GLADYS J. LOZADA, RAUL GOMEZ MOLINA JR., CARMEN LISSETTE ROMAN, KAREN MARQUEZ-MOLINA. They are x personally known to me or _____ have produced the following type of identification _____ and x did _____ did not take an oath.



Gloria Torres
NOTARY PUBLIC, State of Florida
Print Name Gloria Torres
Commission No. CC 497036
My Commission Expires: 12-16-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That IMPACTO YOUTH PROGRAM, INC., desiring to organize under the laws of the State of Florida with its principal office, located at 10141 S.W. 40th Street, Miami, Florida 33165, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named ALEJANDRO NUNEZ, ESQ., located at 1607 Ponce de Leon Blvd., Suite 101, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ALEJANDRO NUNEZ, ESQ.
Registered Agent

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